

02-08-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
01 27 1999
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name Embasa Foods, Inc.

Formerly Ingro Mexican Foods, Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name La Victoria Foods, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 7150 Village Drive

Address (line 2) _____

Address (line 3) Buena Park California 90620
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

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FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002017 FRAME: 0585

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Josh S. Ridout, Esq.

12/30/11

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

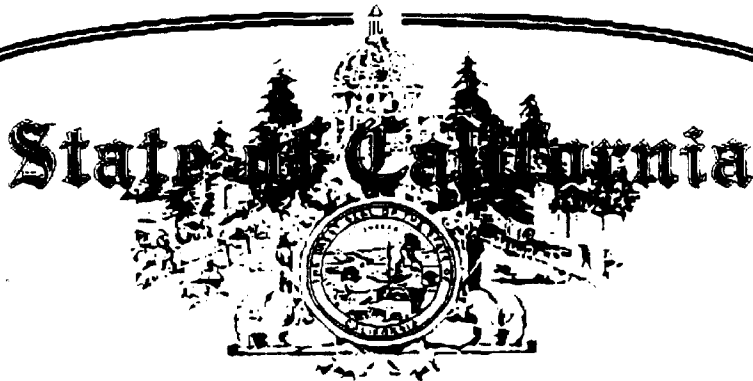
Trademark Application Number(s)

Registration Number(s)

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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

A0520191

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

JAN 27 1999

AGREEMENT AND PLAN OF MERGER BILL JONES, Secretary of State

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of this 26th day of January, 1999 by and between La Victoria Foods, Inc., a California corporation ("LVF") and Embasa Foods, Inc., a California corporation ("Embasa") (together, Embasa and LVF are the "Parties"; each, a "Party").

RECITALS

A. The respective Boards of Directors of LVF and Embasa have determined that the merger of Embasa with and into LVF (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement, is advisable and in the best interests of their respective companies and shareholders, and such Boards of Directors have approved such Merger.

B. Both Parties are subsidiaries of Authentic Specialty Foods, Inc., a Texas corporation.

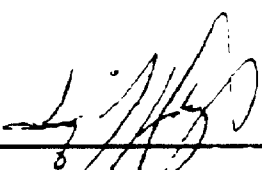
C. In consideration of the mutual premises contained herein, the receipt and sufficiency of which is acknowledged by both Parties, the Parties agree as follows:


1. Each of the Parties is in good standing in the State of California, and has the authority to enter into this Agreement.
2. Embasa shall be merged into LVF.
3. Upon the effectiveness of the Merger, each outstanding share of Embasa shall be exchanged for one share of Common Stock of LVF.
4. The shares of LVF outstanding at the time of the Merger shall remain outstanding and are not affected by the Merger.
5. Following the Merger, LVF will be the surviving corporation, and as such will assume all assets, liabilities and obligations of Embasa existing on or prior to the effective date of the Merger, including all outstanding income and franchise tax obligations. The Articles of Incorporation and Bylaws of LVF in effect prior to the Merger shall be the Articles of Incorporation and Bylaws of LVF following the Merger.
6. Both Parties have received all consents and approvals necessary for the consummation of the Merger and all other transactions contemplated thereby.
7. The effect of the Merger and the effective date of the Merger shall be as prescribed by law.

IN WITNESS WHEREOF, LVF and Embasa have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

"Embasa"

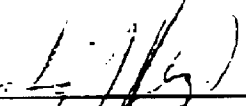
EMBASA FOODS, INC., a California corporation


By: 
Ignacio Hernandez
Chairman and Chief Executive Officer

By: 
Robert P. DeVan
Chief Financial Officer and Assistant Secretary

"LVF"

LA VICTORIA FOODS, INC., a California corporation

By: 
Ignacio Hernandez
Chairman and Chief Executive Officer

By: 
Robert P. DeVan
Chief Financial Officer and Assistant Secretary

**CERTIFICATE OF OFFICERS OF
LA VICTORIA FOODS, INC.**

This certificate is provided in connection with the Agreement and Plan of Merger (the "Plan of Merger") by and between La Victoria Foods, Inc., a California corporation, and Embasa Foods, Inc., a California corporation, pursuant to Section 1103 of the General Corporation Law of California.

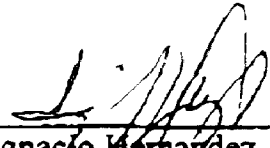
The undersigned, Ignacio Hernandez and Robert DeVan, certify that:


1. They are the Chief Executive Officer and Assistant Secretary, respectively, of La Victoria Foods, Inc., a California corporation ("LVF").
2. LVF has entered into an Agreement and Plan of Merger (the "Plan of Merger") with Embasa Foods, Inc., a California corporation ("Embasa"), whereby Embasa will merge with and into LVF, and LVF will be the surviving entity.
3. The Plan of Merger has been duly approved by the Board of Directors.
4. The Plan of Merger has been duly approved by the required vote of shareholders in accordance with Section 1201 of the Corporations Code. The total number of outstanding shares of this corporation is 749,844, all of which constitute one class and all of which voted in favor of the terms and conditions of the Plan of Merger attached hereto.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this certificate in their capacities as officers of LVF on January 26, 1999.

By: 
Name: Ignacio Hernandez
Title: Chief Executive Officer

By: 
Name: Robert DeVan
Title: Assistant Secretary



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**CERTIFICATE OF OFFICERS OF
EMBASA FOODS, INC.**

This certificate is provided in connection with the Agreement and Plan of Merger (the "Plan of Merger") by and between La Victoria Foods, Inc., a California corporation, and Embasa Foods, Inc., a California corporation, pursuant to Section 1103 of the General Corporation Law of California.

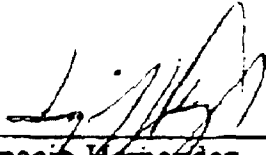
The undersigned, Ignacio Hernandez and Robert DeVan, certify that:

1. They are the Chief Executive Officer and Assistant Secretary, respectively, of Embasa Foods, Inc., a California corporation ("Embasa").
2. Embasa has entered into an Agreement and Plan of Merger (the "Plan of Merger") with La Victoria Foods, Inc., a California corporation ("LVF"), whereby Embasa will merge with and into LVF, and LVF will be the surviving entity.
3. The Plan of Merger has been duly approved by the Board of Directors.
4. The Plan of Merger has been duly approved by the required vote of shareholders in accordance with Section 1201 of the Corporations Code. The total number of outstanding shares of this corporation is 7,500, all of which constitute one class. The vote in favor of the Plan of Merger equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this certificate in their capacities as officers of Embasa on January 26, 1999.

By: 
Name: Ignacio Hernandez
Title: Chief Executive Officer

By: 
Name: Robert DeVan
Title: Assistant Secretary

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