

MD
3.31.00



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attached original documents or copy thereof

1. Name of conveying party:

Protein Technology, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - **Delaware**
- Other:

Additional name of conveying party attached?

Yes No

2. Name and address of receiving party:

Name: New Zealand Milk Products (North America) Inc.

Internal Address:

Street Address: 3645 Westwind Boulevard
City: Santa Rosa **State:** CA **ZIP:** 95403

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - **Illinois**
- Other:

2000 MAR 31 PM 3:29
PR/FINANCE

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: Mar/ 22, 1997

04/25/2000 ISHABAZZ 00000060 1424550

01 FC:481 40.00 00
02 FC:482 75.00 00

4. Application number(s) or registration number(s):

a. Trademark Application No:

b. Trademark Registration Nos:

1,424,550
1,477,385

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas F. Smegal, Jr.
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

Internal Address: Suite 1150
Street Address: 201 E. California St.
City: San Francisco **State:** CA **ZIP:** 94111
Attorney's Docket No.: NEWZEA.000GEN

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
2

9. 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.

Thomas F. Smegal, Jr.
Name of Person Signing

Signature

Date

3/27/2000

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

W:\DOCS\TFS\TFS-4963.DOC
032200

TRADEMARK
REEL: 002059 FRAME: 0527

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROTEIN TECHNOLOGY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEW ZEALAND MILK PRODUCTS (NORTH AMERICA),
INC." UNDER THE NAME OF "NEW ZEALAND MILK PRODUCTS (NORTH
AMERICA), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS
OFFICE THE SIXTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



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001123998

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0323973

DATE: 03-20-00

TRADEMARK
REEL: 002059 FRAME: 0528

CERTIFICATE OF OWNERSHIP AND MERGER

James F. Hepburn and Rodney E. Albon certify that:

1. They are the duly elected and acting Chief Executive Officer/President and Secretary of New Zealand Milk Products (North America), Inc., an Illinois corporation (herein called this "Corporation").

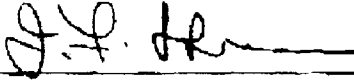
2. This Corporation owns 100% of the outstanding shares of Protein Technology, Inc., a Delaware corporation (herein called "Subsidiary").

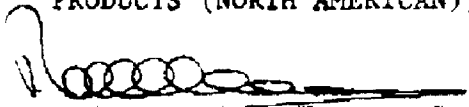
3. The board of directors of this Corporation have duly adopted the resolution attached hereto as Exhibit A, which authorizes the merger of the Subsidiary into this Corporation pursuant to Section 253 of Delaware's General Corporation Law and Section 5/11.30 of the 1983 Illinois Business Corporation Act. The resolution was adopted on MAY 22, 1997.

4. This Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of this Corporation arising from the merger referenced herein. This Corporation hereby irrevocably appoints the Delaware Secretary of state as its agent to accept service of process in any suit or other proceedings, a copy of such service to be delivered to:

Rodney E. Albon
New Zealand Milk Products
(North America), Inc.
3645 Westwind Boulevard
Santa Rosa, CA 95403


IN WITNESS WHEREOF, the undersigned have executed this Certificate on MAY 22, 1997.

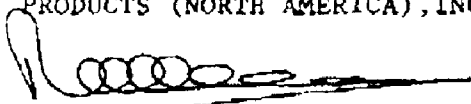
By: 
James F. Hepburn
Chief Executive Officer
and President, NEW ZEALAND MILK
PRODUCTS (NORTH AMERICAN), INC.

By: 
Rodney E. Albon
Secretary, NEW ZEALAND MILK PRODUCTS
(NORTH AMERICA), INC.

The undersigned, James F. Hepburn and Rodney E. Albon, the Chief Executive Officer/President and Secretary, respectively, of New Zealand Milk Products (North America), Inc., each declares under penalty of perjury that the matters set forth in the foregoing Certificate are true of their own knowledge.

Executed at Santa Rosa, California on MAY 22, 1997.

By: 
James F. Hepburn
Chief Executive Officer
and President, NEW ZEALAND MILK
PRODUCTS (NORTH AMERICA), INC.

By: 
Rodney E. Albon
Secretary, NEW ZEALAND MILK PRODUCTS
(NORTH AMERICA), INC.

**RESOLUTION OF BOARD OF DIRECTORS
OF
NEW ZEALAND MILK PRODUCTS (NORTH AMERICA), INC.**

WHEREAS, it is proposed that Protein Technology, Inc., a Delaware corporation ("Disappearing Corporation"), be merged into New Zealand Milk Products (North America), Inc., an Illinois corporation ("Corporation"), with this Corporation as the surviving corporation;

WHEREAS, this Corporation owns all the issued and outstanding stock of the Disappearing Corporation; and

WHEREAS, a proposed form of Agreement of Merger to effect such merger has been presented to and considered by this board of directors and provides that the existing shares of this Corporation shall continue to be outstanding without change, that this Corporation shall succeed by virtue of such merger to all the purposes, franchises, powers, rights, and immunities of Disappearing Corporation, and that this Corporation shall be subject to all the debts and liabilities of Disappearing Corporation; and

WHEREAS, the board of directors has determined that it is in the best interests of this Corporation and its shareholders that said merger be effected;

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Disappearing Corporation into this Corporation (with this Corporation as the surviving corporation) is approved and that the form, terms, and provisions of said proposed Agreement of Merger are approved; and

RESOLVED FURTHER, that the Chief Executive Officer and the Secretary are hereby authorized and directed to execute and deliver an Agreement of Merger in the name of and on behalf of this Corporation in substantially the form presented to this meeting and deliver a duly executed copy thereof to Disappearing Corporation, with such changes therein as the officers executing the same shall approve (such approval to be conclusively evidenced by their execution thereof);

RESOLVED FURTHER, that any officer or officers of this Corporation shall be and hereby are authorized to execute, acknowledge and file an Articles of Merger with the Illinois Secretary of State, a Certificate of Ownership and Merger with the Delaware Secretary of State, and any counties where such filing or recording is required, and to perform all acts necessary or proper to effect the terms and conditions of the merger on behalf of this Corporation;

RESOLVED FURTHER, that the form of the proposed Agreement of Merger as presented to and approved at this meeting shall be appropriately marked for identification by the Secretary of this Corporation and filed with the record of this meeting.

RESOLVED FURTHER, that pursuant to Delaware General Corporation Law Section 252(d), this Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of this Corporation arising from the merger of this Corporation and Disappearing Corporation.

RESOLVED FURTHER, that this Corporation hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any suit or other proceedings, a copy of such service to be delivered to: Rodney E. Albon, New Zealand Milk Products (North America), Inc., 3645 Westwind Blvd., Santa Rosa, CA 95403.