

07-20-2000

FORM PTO-1584
1-31-92



101388463

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings → → → ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sorrento, Inc.

- Individual(s)
- General Partnership
- Corporation-State NY
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

4-6-00

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

Execution Date: 11/16/99

2. Name and address of receiving party(ies):

Name: Sorrento Cheese Company, Inc.

Internal Address:

Street Address: 2375 South Park Avenue

City: Buffalo State: NY ZIP: 14230

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NY
- Other

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/469,102

B. Trademark registration No.(s)

228,320	1,253,876	1,822,995
963,768	1,336,984	1,822,996
1,386,941	1,235,353	1,903,687
	1,802,870	

Additional numbers attached? Yes No

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

Name: Phillips, Lytle, Hitchcock, Blaine & Huber LLP

Internal Address: Intellectual Property Group

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 11

7. Total fees (\$7 CFR 3.41):..... \$ 295.00
(1 x \$40.00 and 10 x \$25.00 = 250.00 = 295.00)

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Peter K. Sommer, Reg. No. 26,587

Name of Person Signing

Signature

March 31, 2000

Date

Total number of pages comprising cover sheet: 1

TRADEMARK
REEL: 002078 FRAME: 0378

F991230000838

CERTIFICATE OF MERGER

CT-07

of

Sorrento Cheese Company, Inc.
(a New York corporation)

into

Sorrento Lactalis, Inc.
(an Idaho corporation)

Under Section 907 of the Business Corporation Law of the State of New York

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: (a) The name of the domestic constituent corporation is Sorrento Cheese Company, Inc. The date upon which Sorrento Cheese Company, Inc's certificate of incorporation was filed by the Department of State of the State of New York is June 30, 1986.

(b) The name of the foreign constituent corporation is Sorrento Lactalis, Inc., which was incorporated in the State of Idaho on June 17, 1991. An Application for Authority in the State of New York of Sorrento Lactalis, Inc., to transact business as a foreign corporation therein was filed with the Department of State of the State of New York on December 28, 1999.

SECOND: The Board of Directors of each of the Constituent Corporations has adopted an Agreement and Plan of Merger (the "Plan of Merger") setting forth the terms and conditions of the merger of said corporations (the "Merger"). Pursuant to the Merger, Sorrento Cheese Corporation, Inc., is being merged with and into Sorrento Lactalis, Inc., and the surviving corporation shall be Sorrento Lactalis, Inc.

THIRD As to each Constituent Corporation, the Plan of Merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Plan of Merger and the specification of each class and series entitled to vote as a class on the Plan of Merger, as follows:

/

Sorrento Cheese COMPANY, Inc

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common Stock	11 shares	Common	All shares vote

Sorrento Lactalis, Inc

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common Stock	1,020 shares	Common	All shares vote

FOURTH: The Merger was authorized by the written consent of the sole shareholder of all the outstanding shares of Sorrento ^{CHEESE} COMPANY, INC., entitled to vote in favor of or against the Plan of Merger.

FIFTH: The Merger is permitted by the laws of the State of Idaho, the jurisdiction of incorporation of Sorrento Lactalis, Inc., and Sorrento Lactalis, Inc., is in compliance with said laws.

SIXTH: Sorrento Lactalis, Inc., hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address in the State of New York to which the said Secretary of State shall mail a copy of any process against Sorrento Lactalis, Inc., served upon him is:

Sorrento Lactalis, Inc.
c/o Salans Hertzfeld Heilbronn Christy & Viener
620 Fifth Avenue
New York, New York 10020
Attention: Francois Chateau

SEVENTH: The merger herein shall be effective on December 31, 1999.

EIGHTH: SORRENTO LACTALIS, INC., agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of Sorrento Cheese Company, Inc., the amount, if any, to which they shall be

entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

NINTH: Sorrento Cheese Company, Inc. (the "domestic corporation") hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable, have been paid by the domestic corporation and that a final cessation franchise tax report through the anticipated date of the merger has been filed by the domestic corporation. The said report, if estimated, is subject to amendment.

SORRENTO LACTALIS, INC., hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise report if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the domestic corporation.

IN WITNESS.WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: December 29, 1999

SORRENTO LACTALIS, INC.

By: 
Paul Bensabat
President

SORRENTO CHEESE COMPANY, INC.

By: 
Paul Bensabat
President

CT-07

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CERTIFICATE OF MERGER

OF

SORRENTO CHEESE COMPANY, INC.
INTO
SORRENTO LACTALIS, INC.

RECEIVED

Dec 30 10 03 AM '99

Dec 29 2 19 PM '99

RECEIVED

UNDER SECTION 907
OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 30 1999

FILED
TAXS
BY:

[Handwritten signatures and initials]

Filed by:

Florence Darques-Lane
Salans Hertzfeld Heilbronn Christy & Viener
620 Fifth Avenue
New York, NY 10020

DEC 30 1999

99123000.0900

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TOTAL P.09