

08-17-2000

FORM PTO-1594
08/31/92



101435459

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Kerry Ingredients Inc.

- Individual(s)
- General Partnership
- Corporation: State of Delaware
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?

- Yes
- No

3. Nature of conveyance:

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

Execution Date: April 30, 1997

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

Name: Kerry Inc.

Internal Address: _____

Street Address: 352 East Grand Avenue

City: Beloit State: WI ZIP: 53511

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- 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)

B. Trademark Registration No.(s)

KREAM DIPT 606151

Additional numbers attached? Yes No

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

Name: Joan L. Long

Internal Address: Mayer, Brown & Platt

Street Address: P.O. Box 2828

City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0019

(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.

Joan L. Long

Name of Person Signing

Signature

July 25, 2000

Date

Total number of pages comprising cover sheet: _____

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

08/16/2000 MTHA11 00000125 606151

FC:481

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

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KERRY INGREDIENTS INC.**

**Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware**

The undersigned, being the Vice President of Kerry Ingredients Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That the Certificate of Incorporation of the Corporation is hereby amended by changing the Article numbered "FIRST" so that, as amended, said Article shall read in its entirety as follows:

"FIRST: The name of the corporation is KERRY INC."

2. That the foregoing amendment of the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware (the "GCL").

3. That the Board of Directors of the Corporation duly adopted resolutions setting forth the foregoing amendment, declaring said amendment to be advisable and referring such amendment to the sole stockholder of the Corporation for consideration thereof.

4. That the foregoing amendment has been duly adopted in accordance with the provisions of the GCL by the written consent of the sole stockholder of the Corporation on April 30, 1997 in accordance with the provisions of Section 228 of the GCL.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 30th day of April, 1997.

KERRY INGREDIENTS INC.

By:



Mark Earley, Vice President

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 (Designations must be a separate document from Assignment)
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Additional numbers attached? Yes No

B. Trademark Registration No.(s)
 KREAM DIPT 606151

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Joan L. Long
 Internal Address: Mayer, Brown & Platt
 Street Address: P.O. Box 2828
 City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
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9. Statement and signature.
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Joan L. Long [Signature] July 25, 2000
 Name of Person Signing Signature Date

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