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FORM PTO-1594 (Rev. 6-93) OMB No. 1651-0011 (exp. 4/94)

R SHEET LY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commission

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

International Pizza Company

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

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

2. Name and address of receiving party(ies)

Name: A.M. Gilardi & Sons, Inc.

Internal Address:

Street Address: 801 Dye Mill Road

City: Troy State: OH ZIP: 45373

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Ohio, 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

3. Nature of conveyance:

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

Execution Date: April 16, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

607,387

Additional numbers attached? Yes No

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

Name: Patrick C. Stephenson

Internal Address:

McGrath, North, Mullin & Kratz, P.C.

Street Address: Suite 1400

222 South 15th Street

City: Omaha State: NE ZIP: 68102

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:

(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.

Patrick C. Stephenson Name of Person Signing

Signature

Date 10/17/00

Total number of pages including cover sheet, attachments, and document: 1

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



TRADEMARK REEL: 002169 FRAME: 0135

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
5/10/1999	199912601124	MER MERGER/DOMESTIC	50.00	10.00	0.00	0.00	0.00
<b>TOTAL</b>			50.00	10.00	0.00	0.00	0.00

Return To:  
DIAMOND ACCESS  
ATTN L VAIDO  
16 E BROAD ST STE 600  
COLUMBUS, OH 43215-0000

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cut along the dotted line  
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*The State of Ohio*  
 *Certificate* 

*Secretary of State - J. Kenneth Blackwell*

**310435**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for A. M. GILARDI & SONS, INC. and that said business records show the filing and recording of:*

Document(s)  
MERGER/DOMESTIC

Document No(s):  
199912601124

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary  
of State at Columbus, Ohio, This 5th day of  
May, A.D. 1999



*J. Kenneth Blackwell*  
J. Kenneth Blackwell  
Secretary of State

1. DATE 5/10/1999 TRANSACTION NO. 199912601124 TRANSACTION DESCRIPTION Merged Out of Existence (MEX)

Mail To:  
DIAMOND ACCESS  
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COLUMBUS, OH 43215-0000

cut along dotted line



*The State of Ohio*

*Certificate*

*Secretary of State - J. Kenneth Blackwell*

**754260**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for INTERNATIONAL PIZZA CO. and that said business records show the recording of:*

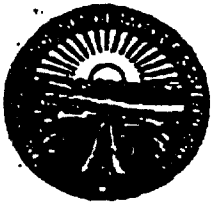
**MERGED OUT OF EXISTENCE**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary  
of State at Columbus, Ohio, This 5th day of  
May, A.D. 1999



*J. Kenneth Blackwell*  
J. Kenneth Blackwell  
Secretary of State



Prescribed by  
 Bob Taft, Secretary of State  
 30 East Broad Street, 14th Floor  
 Columbus, Ohio 43266-0418  
 Form MER (July 1994)

Approved \_\_\_\_\_  
 Date \_\_\_\_\_  
 Fee \_\_\_\_\_

## CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned, corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

### I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

A.M. Gilardi & Sons, Inc.

If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: \_\_\_\_\_

only if the name of surviving entity is changing through the merger

(complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of \_\_\_\_\_ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number \_\_\_\_\_

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- ( ) Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio, under registration number \_\_\_\_\_
- ( ) Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

**II. Merging Entities**

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/	Country of Organization	Type of Entity
International Pizza Co.	Ohio	(Registration No. 754260)	Corporation

**III. Merger Agreement on File**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
David Withers	One ConAgra Drive (street and number) Omaha, Nebraska (city, village or township) (state) (zip code) 68102

**IV. Effective Date of Merger**

This merger is to be effective:

On \_\_\_\_\_ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

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V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
The Prentice-Hall Corporation System, Inc.	16 East Broad Street, Suite 610
	<small>(complete street address)</small>
	Columbus, Ohio 43215
	<small>(city, village or township)                      (zip code)</small>

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)*

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

\_\_\_\_\_  
Signature of Agent

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)*

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable term) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

*(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)*

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**IX. Qualification or Licensure of Foreign Surviving Entity**

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) (street and number)  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**  
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is \_\_\_\_\_  
\_\_\_\_\_
- b. The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_  
\_\_\_\_\_
- c. The limited liability company was organized or registered on \_\_\_\_\_ under the laws of the state/country of \_\_\_\_\_  
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: \_\_\_\_\_  
\_\_\_\_\_

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

International Pizza Co.  
exact name of entity  
By: Debra L Keith  
Its: Vice President

Date: April 16, 1999

A.M. Gilardi & Sons, Inc.  
exact name of entity  
By: Debra L Keith  
Its: Vice President

Date: April 16, 1999

International Pizza Co.  
exact name of entity  
By: [Signature]  
Its: Assistant Secretary

Date: April 16, 1999

A.M. Gilardi & Sons, Inc.  
exact name of entity  
By: [Signature]  
Its: Assistant Secretary

Date: April 16, 1999

\_\_\_\_\_  
exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

\_\_\_\_\_  
exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

\_\_\_\_\_  
exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
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exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

\_\_\_\_\_  
exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)

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