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To the Honorable Commissioner of Patents and T.

101594815

Mail documents or copy thereof.

1. Name of conveying party(ies): 1.8.01  
Slim-Fast Foods Company

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

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

3. Nature of conveyance:

Assignment                                       Merger  
 Security Agreement                               Change of Name  
 Other \_\_\_\_\_

Execution Date: December 21, 2000

2. Name and address of receiving party(ies)

Name: Conopco, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 390 Park Ave  
City: New York State: NY ZIP: 10022

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State New York  
 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) \_\_\_\_\_

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

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Regis: 01-08-2001  
U.S. Patent & TMO/TM Mail Rpt Dt. #47

please see attached

Additional numbers attached?  Yes  No

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

Name: Ken Leonard  
Internal Address: Unilever - HPC  
\_\_\_\_\_  
Street Address: 33 Benedict Place  
\_\_\_\_\_  
City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
03-1595

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

01 FC:481                      40.00 CH  
02 FC:482                      275.00 CH

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.

Jennifer Davies                                      Jennifer Davies                                      January 8, 2001  
Name of Person Signing                                      Signature                                      Date

Total number of pages including cover sheet, attachments, and document: 12

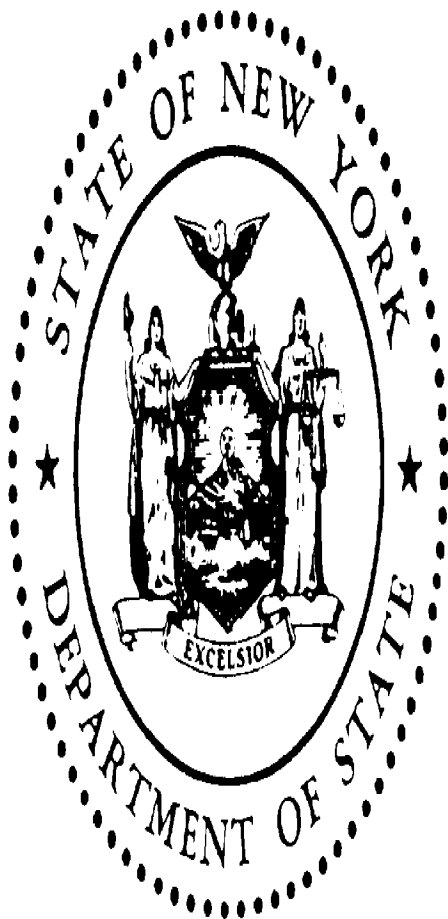
SCHEDULE A

TRADEMARK	REGISTRATION NO.
BALANCED NUTRITION FOR A HEALTHY LIFE	2,135,005
JUMPSTART	2,089,764
JUMP-START	1,857,453
MEAL ON THE GO	2,384,896
SLIM-FAST	1,358,816
SLIM-FAST	1,288,616
SLIM-FAST	1,102,508
SLIM-FAST JUMPSTART	2,217,725
ULTRA SLIM-FAST	1,888,193
ULTRA SLIM-FAST	1,714,573
ULTRA SLIM-FAST (Stylized)	1,596,001
ULTRA SLIM-FAST PLUS	1,742,108

State of New York }  
Department of State } SS:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* JAN 04 2001



A handwritten signature in black ink, appearing to read "J. Kleib", with a long horizontal flourish extending to the right.

*Special Deputy Secretary of State*

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

JAN 04 2001



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

TRADEMARK  
REEL: 002220 FRAME: 0463

F 001228000 189  
07-07

CERTIFICATE OF MERGER  
OF  
SLIM-FAST FOODS COMPANY  
INTO  
CONOPCO, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, A. Peter Harwich and David J. Strickland, III being respectively the vice-president and the assistant secretary of Conopco, Inc., and Ronald M. Soiefer and Anthony B. Radin being respectively the vice-president and the assistant secretary of Slim-Fast Foods Company hereby certify:

1. (a) The name of each constituent corporation is as follows:

Conopco, Inc., originally incorporated as <sup>THE</sup> Chesebrough Manufacturing Company New York  
CONSOLIDATED

Slim-Fast Foods Company

Delaware

(b) The name of the surviving corporation is Conopco, Inc. and following the merger its name shall be Conopco, Inc.

2. As each constituent corporation, the designation and number of outstanding shares of each

class and series and the voting rights thereof as follows:

Name of Corporation	Designation and number of shares in each class or series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Conopco, Inc.	100,011 Class A	Class A	100,011
Slim-Fast Foods Company	5,000,000 Class A	Class A	5,000,000

3. The date when the certificate of incorporation of each constituent corporation was filed

by the Department of State is as follows:

NAME OF CORPORATION	DATE OF INCORPORATION
CONOPCO, INC.	MAY 11, 1880

NAME OF CORPORATION	QUALIFICATION DATE	STATE/DATE OF INCORPORATION
SLIM-FAST FOODS COMPANY	OCTOBER 30, 1990	DELAWARE/MARCH 26, 1990

4. The merger was adopted by the New York constituent corporation in the following manner: As to Conopco, Inc. by the written consent of the shareholders given in accordance with Section 615 of the

Business Corporation Law, written notice having been duly given to nonconsenting shareholders as and to the extent required by such Section.

Slim-Fast Foods Company has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by written consent of the board of directors and the sole stockholder.

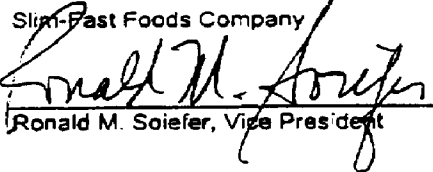
5. The merger shall be effective on the 31<sup>st</sup> day of December, 2000.

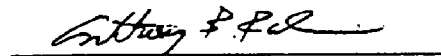
IN WITNESS WHEREOF, we have signed this certificate on the 21<sup>st</sup> day of December, 2000 and we affirm the statements contained therein as true under penalties of perjury.

Conopco, Inc.

  
A. Peter Harwich, Vice President

  
David J. Strickland, III, Assistant Secretary

Slim-Fast Foods Company  
  
Ronald M. Soiefer, Vice President

  
Anthony B. Radin, Assistant Secretary

CT-07

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CERTIFICATE OF MERGER

OF

SLIM-FAST FOODS COMPANY

INTO

CONOPCO, INC.

UNDER SECTION 904 OF THE  
BUSINESS CORPORATION LAW

DEC 20 10 34 AM '00

*mc*

*jac*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 28 2000

TAX \$ \_\_\_\_\_  
BY: *mc*

*ny*

UNILEVER UNITED STATES, INC.  
390 PARK AVENUE  
NEW YORK, NY 10022

DRAWDOWN

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