



03-22-2001

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04-02-2001



322-01

RECORDATION
TRADEMARK 101654501

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Citizenship/State of Incorporation/Organization

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04/02/2001 TDIAZ1 00000136 556606

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002261 FRAME: 0549

Domestic Representative Name and Address

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Name

Address (line 1)

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Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(703) 610-6158

Name

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="556,686"/>	<input type="text" value="947,675"/>	<input type="text" value="1,432,096"/>
<input type="text" value="1,482,550"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Celia G. Spiritos
Name of Person Signing

Celia G. Spiritos
Signature

3 20 01
Date Signed

State of Delaware
Office of the Secretary of State

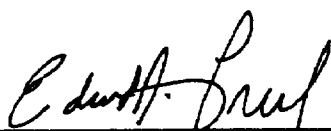
PAGE 1

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 MERGER, WHICH MERGES:

"STOCK YARDS PACKING CO., INC.", A DELAWARE CORPORATION, WITH AND INTO "JP FOODSERVICE DISTRIBUTORS, INC." UNDER THE NAME OF "JP FOODSERVICE DISTRIBUTORS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000, AT 9:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2000, AT 11 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2193879 8100M

001654390

AUTHENTICATION: 0882719

DATE: 12-28-00
TRADEMARK
REEL: 002261 FRAME: 0551

**CERTIFICATE OF MERGER OF A DELAWARE CORPORATION
INTO A DELAWARE CORPORATION**

**CERTIFICATE OF MERGER
OF
STOCK YARDS PACKING CO., INC.
INTO
JP FOODSERVICE DISTRIBUTORS, INC.**

**(Under Section 251 of the General
Corporation Law of the State of Delaware)**

It is hereby certified that:

- (1) The constituent business corporations participating in the merger herein certified are:
 - (a) Stock Yards Packing Co., Inc., which is incorporated under the laws of the State of Delaware; and
 - (b) JP Foodservice Distributors, Inc., which is incorporated under the laws of the State of Delaware.
- (2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Stock Yards Packing Co., Inc. and by JP Foodservice Distributors, Inc. in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is JP Foodservice Distributors, Inc., which will continue its existence as the surviving corporation under the name of JP Foodservice Distributors, Inc. upon the effective time of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
- (4) The effective time of the merger shall be 11:00 a.m., Baltimore, Maryland time, December 30, 2000.
- (5) The certificate of incorporation of JP Foodservice Distributors, Inc., as now in force and effect, shall continue to be the certificate of incorporation of the surviving corporation until amended pursuant to the provisions of the General Corporation Law of the State of Delaware.
- (6) The executed Agreement and Plan of Merger is on file at the principal place of business of JP Foodservice Distributors, Inc., 9755 Patuxent Woods Drive, Columbia, Maryland 21046.

(7) A copy of the Agreement and Plan of Merger will be furnished by JP Foodservice Distributors, Inc., on request and without cost, to any stockholder of Stock Yards Packing Co., Inc. or JP Foodservice Distributors, Inc.

IN WITNESS WHEREOF, JP Foodservice Distributors, Inc. has caused this certificate to be signed by David M. Abramson, its authorized officer, on the 9th day of December, 2000.

JP FOODSERVICE DISTRIBUTORS, INC.

By: _____

David M. Abramson

Executive Vice President and Secretary

PLAN AND AGREEMENT OF MERGER

STOCK YARDS PACKING CO., INC.
(a Delaware corporation)

INTO

JP FOODSERVICE DISTRIBUTORS, INC.
(a Delaware Corporation)

PLAN AND AGREEMENT OF MERGER made this 27th day of December, 2000, between STOCK YARDS PACKING CO., INC., a Delaware corporation, hereinafter called Stock Yards, and JP FOODSERVICE DISTRIBUTORS, INC., a Delaware corporation, hereinafter called JP Foodservice.

WHEREAS, Stock Yards is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS, Stock Yards has an authorized capital stock consisting of 5,600 shares of Class A Voting common stock, par value \$100 per share, of which 3 shares have been duly issued and are now outstanding, and 400 shares of Class B Non-Voting common stock, par value \$100 per share, of which 61.10 shares have been duly issued and are now outstanding; and

WHEREAS, JP Foodservice is a business corporation of the State of Delaware with its registered office therein located c/o Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS, JP Foodservice has an authorized capital stock consisting of 1,000 shares of common stock, par value \$0.01 per share, of which 1,000 shares have been duly issued and are now outstanding, and

WHEREAS, the Board of Directors of Stock Yards and JP Foodservice, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Stock Yards merge with and into JP Foodservice under and pursuant to the provisions of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** From and after the Effective Time (as set forth in item 3 below), Stock Yards shall be merged with and into JP Foodservice.

2. **SURVIVING CORPORATION.** JP Foodservice shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, but the separate corporate existence of Stock Yards shall cease forthwith upon the Effective Time.

3. **EFFECTIVE TIME.** This Plan and Agreement of Merger shall become effective at 11:00 a.m., Baltimore, Maryland time, on December 30, 2000, the time and date of such effectiveness being hereinafter called the Effective Time.

4. **AUTHORIZED CAPITAL.** The authorized capital stock of JP Foodservice following the Effective Time shall be 1,000 shares of Common Stock, par value \$0.01 per share, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

5. **CERTIFICATE OF INCORPORATION.** The certificate of incorporation of JP Foodservice as it exists on the Effective Time shall be the certificate of incorporation of JP Foodservice following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. **BYLAWS.** The bylaws of JP Foodservice as they exist on the Effective Time shall be the bylaws of JP Foodservice following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of JP Foodservice immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of JP Foodservice immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. **FURTHER ASSURANCE OF TITLE.** If at any time JP Foodservice shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to JP Foodservice any right, title, or interest of Stock Yards held immediately prior to the Effective Time, Stock Yards and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in JP Foodservice as shall be necessary to carry out the purposes of this Plan and Agreement of Merger, and JP Foodservice and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Stock Yards or otherwise.

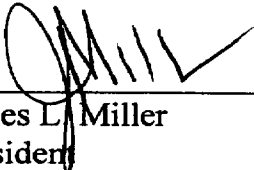
9. **CONVERSION OF OUTSTANDING STOCK.** Forthwith upon the Effective Time, each of the issued and outstanding shares of Common Stock of Stock Yards shall be surrendered and extinguished. The issued and outstanding shares of JP Foodservice shall not be converted or exchanged in any manner, but each share which is issued as of the Effective Time of the merger shall continue to represent one issued share of JP Foodservice.

10. **TERMINATION.** This Plan and Agreement of Merger may be terminated and abandoned by action of the Board of Directors of either of Stock Yards or JP Foodservice at any time prior to the Effective Time, whether before or after approval by the shareholders of the two corporate parties hereto.

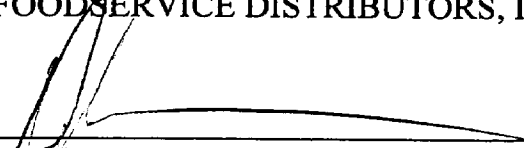
11. **PLAN OF REORGANIZATION.** This Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code and a non-divisive acquisition by a controlled corporation under Section 368(a)(1)(D) of the Internal Revenue Code. This Plan and Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan and Agreement of Merger to be executed by the following officers.

STOCK YARDS PACKING CO., INC.

By  _____
James L. Miller
President

JP FOODSERVICE DISTRIBUTORS, INC.

By  _____
David M. Abramson
Executive Vice President and Secretary

JP FOODSERVICE DISTRIBUTORS, INC.

**ACTION OF DIRECTORS BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING**


The undersigned, being the Directors of JP Foodservice Distributors, Inc., a Delaware corporation (the "Corporation"), hereby waives the calling and holding of a meeting, consents to the adoption of the following resolutions pursuant to Section 141 of the General Corporation Law of Delaware, and directs that a copy hereof be recorded among the minutes of proceedings of the Board of Directors:

RESOLVED, That it is advisable and in the best interest of the Corporation that a merger of the Corporation with Stock Yards Packing Co., Inc., a Delaware corporation, be effected upon the terms and conditions set forth in the Plan and Agreement of Merger and the Certificate of Merger, a copy of which are attached to these resolutions as Exhibit A and Exhibit B, respectively, and made a part hereof.


RESOLVED, That the appropriate officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to execute, acknowledge, seal and file the Certificate of Merger with the Delaware Secretary of State, and to execute and deliver any certificates, instruments, contracts and agreements, and to take all other actions determined by any officer to be necessary or appropriate to give effect to the above resolutions.

RESOLVED, That the effective time of the Certificate of Merger and the time when the Merger shall be effective shall be 11:00 a.m., Baltimore, Maryland time, December 30, 2000.

WITNESS the signature of the undersigned as of the 8th day of December, 2000.



James L. Miller



David M. Abramson

STOCK YARDS PACKING CO., INC.

**ACTION OF DIRECTORS BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING**

The undersigned, being the Directors of Stock Yards Packing Co., Inc., a Delaware corporation (the "Corporation"), hereby waives the calling and holding of a meeting, consents to the adoption of the following resolutions pursuant to Section 141 of the General Corporation Law of Delaware, and directs that a copy hereof be recorded among the minutes of proceedings of the Board of Directors:

RESOLVED, That it is advisable and in the best interest of the Corporation that a merger of the Corporation with JP Foodservice Distributors, Inc., a Delaware corporation, be effected upon the terms and conditions set forth in the Plan and Agreement of Merger and the Certificate of Merger, a copy of which are attached to these resolutions as Exhibit A and Exhibit B, respectively, and made a part hereof, and that the Board of Directors of the Corporation recommends to the sole stockholder the merger of the Corporation with JP Foodservice Distributors, Inc. as set forth in the Plan and Agreement of Merger and the Certificate of Merger, and that the Plan and Agreement of Merger and the Certificate of Merger be submitted to the sole stockholder entitled to vote thereon for its approval by written consent.

RESOLVED, That, upon approval of the Plan and Agreement of Merger and the Certificate of Merger by the sole stockholder, the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to take any and all other actions necessary or appropriate to give effect to the foregoing resolutions.

RESOLVED, That, upon approval of the Certificate of Merger by the sole stockholder, the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to execute, acknowledge, seal and file the Certificate of Merger with the Delaware Secretary of State.

RESOLVED, That the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any certificates, instruments, contracts and agreements, and to take all other actions determined by any officer to be necessary or appropriate to give effect to the above resolutions.

RESOLVED, That the effective time of the Certificate of Merger and the time when the Merger shall be effective shall be 11:00 a.m., Baltimore, Maryland time, December 30, 2000.

WITNESS the signature of the undersigned as of the 8th day of December, 2000.



James L. Miller



David M. Abramson

STOCK YARDS PACKING CO., INC.

**ACTION OF SOLE STOCKHOLDER BY WRITTEN CONSENT
IN LIEU OF A MEETING**

The undersigned, being the sole stockholder of Stock Yards Packing Co., Inc., a Delaware corporation (the "Corporation"), hereby waives the calling and holding of a meeting, consents to the adoption of the following resolutions pursuant to Section 228 of the General Corporation Law of the State of Delaware, and directs the recording of the following resolutions among the minutes of meetings of the stockholder:

RESOLVED, That the merger of the Corporation with JP Foodservice Distributors, Inc., a Delaware corporation, upon the terms and conditions set forth in the Plan and Agreement of Merger and the Certificate of Merger, copies of which are attached to these resolutions as Exhibit A and Exhibit B, respectively, and made a part hereof, is approved.

RESOLVED, That the officers of the Corporation are hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver all such documents and agreements, including, without limitation, the Plan and Agreement of Merger and the Certificate of Merger, and to take any and all such actions, as any of them determine to be necessary or appropriate to effectuate the Merger as set forth in the Plan and Agreement of Merger, the transactions contemplated therein, and the foregoing resolutions.

WITNESS, the signature of the undersigned as of the 8th day of December, 2000.

U.S. FOODSERVICE, INC.

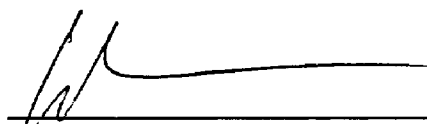
By: 

David M. Abramson
Executive Vice President and Secretary

**CERTIFICATE OF THE SECRETARY
OF
JP FOODSERVICE DISTRIBUTORS, INC.
(a Delaware Corporation)**

I, the undersigned, being the duly elected Secretary of JP Foodservice Distributors, Inc., a Delaware corporation ("JP Foodservice"), hereby certify that the foregoing Agreement of Merger (the "Agreement") has been adopted by the board of directors of JP Foodservice without any vote of its stockholders in accordance with the provisions of Section 251(f) of the DGCL and that (1) the Agreement does not amend in any respect the certificate of incorporation of JP Foodservice, (2) each share of stock of JP Foodservice outstanding immediately prior to the Effective Time (as defined in the Agreement) is to be an identical outstanding or treasury share of the surviving corporation after the Effective Time, and (3) no shares of common stock of JP Foodservice and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Agreement.

WITNESS my hand and seal this 8th day of December, 2000.

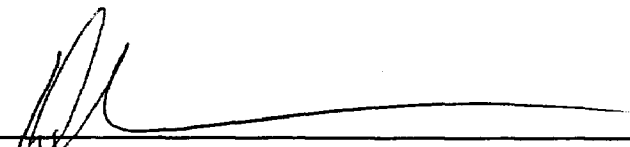


David M. Abramson
Secretary

**CERTIFICATE OF THE SECRETARY
OF
STOCK YARDS PACKING CO., INC.
(a Delaware Corporation)**

I, David M. Abramson, the Secretary of Stock Yards Packing Co., Inc., hereby certify that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation by the President, was duly approved and adopted by the sole stockholder on December __, 2000 by unanimous written consent, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

WITNESS my hand and seal this 8th day of December, 2000.



David M. Abramson
Secretary

Stock Yards Packing Co., Inc.

Schedule A

PLEASURE CHEST (Stylized)	556,686
STOCK YARDS PACKING CO., INC.	1,432,096
STOCK YARDS PACKING CO., INC. (& Design)	1,482,550
THE KING OF STEAKS (& Design)	947,675