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

TRADEMARK
REEL: 002292 FRAME: 0414

SCHEDULE A

TRADEMARKS OF IDF HOLDINGS, INC.

<u>Trademark Registrations</u>	<u>Registration No.</u>
Diverse Foods For a Diverse World	2,244,259
International Diversefoods and Design	2,245,462
San Merced Salsa Chunky and Design	2,240,277
Spence Market Gold	2,375,305
Spence Market Platinum	2,375,306

<u>Trademark Applications</u>	<u>Serial No.</u>
ID Foods	75/811,701
International Diversefoods and Design	75/807,785
Bistro 189	75/831,368

Box 14

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 04/03/01
REQUEST NUMBER: 4168-2001
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/03/01 1125
EFFECTIVE DATE/TIME: 04/03/01 1125
CONTROL NUMBER: 0095813

TO:
CT CORP SYSTEM
3 GATEWAY CTR
16TH FL
PITTSBURGH, PA 15222

Davidson County CHARTER
Recvd: 04/05/01 13:33 6pgs
Fees: 7.50 Taxes: 0.00

RE:
NON-QUALIFIED CORPORATION
ARTICLES OF MERGER


20010405-0033444

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER
WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS
PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH
THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH
OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 04/03/01

FROM:
C T CORPORATION SYSTEM (PITTSBURGH, PA)
3 GATEWAY CENTER
16TH FLOOR
PITTSBURGH, PA 15222-0000

RECEIVED:	FEES	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00	
RECEIPT NUMBER:		00002847558	
ACCOUNT NUMBER:		00000021	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

TRADEMARK
REEL: 002292 FRAME: 0416

MA - 8 JUL 70
BOSTON STATE

1. The Agreement of Merger is attached hereto as Exhibit A.
2. The Agreement of Merger was approved and adopted by IDF Holdings, Inc., the sole shareholder of International DiverseFoods, Inc., on March 26, 2001.
3. The Agreement of Merger was approved and adopted by the Board of Directors of IDF Holdings, Inc. on March 26, 2001 and by the Board of Directors of International DiverseFoods, Inc. on March 26, 2001.
4. The Certificate of Incorporation and By-Laws of IDF Holdings, Inc. shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the surviving corporation.

INTERNATIONAL DIVERSEFOODS, INC.

By: Jeffrey P. Berger
Name: Jeffrey P. Berger
Its: Chairman

Int. DiverseFoods into IDF

46692

AGREEMENT OF MERGER

AGREEMENT OF MERGER dated this 26th day of March 2001 between IDF Holdings, Inc., a Delaware corporation, and International DiverseFoods, Inc., a Tennessee corporation.

WITNESSETH that:

WHEREAS, each of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the merger shall be effected as a transaction which qualifies as a complete liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: IDF Holdings, Inc. hereby merges into itself International DiverseFoods, Inc. and said International DiverseFoods, Inc. shall be and hereby is merged into IDF Holdings, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of IDF Holdings, Inc. as heretofore amended and as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- a. Each share of common stock of IDF Holdings, Inc. which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.
- b. Each share of common stock of International DiverseFoods, Inc. which shall be issued and outstanding on the effective date of this Agreement shall be surrendered and canceled. There will be no conversion of shares for stock, cash or other property.

FOURTH: The terms and conditions of the merger are as follows:

4-11-19 10:10:13

a. The bylaws of IDF Holdings, Inc. as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

b. The directors and officers of IDF Holdings, Inc. shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

c. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of International DiverseFoods, Inc. shall be transferred to, vested in and devolve upon IDF Holdings, Inc. without further act or deed and all property, rights and every other interest of IDF Holdings, Inc. and International DiverseFoods, Inc. shall be as effectively the property of IDF Holdings, Inc. as they were of International DiverseFoods, Inc., respectively. International DiverseFoods, Inc. hereby agrees from time to time, as and when requested by IDF Holdings, Inc. or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as IDF Holdings, Inc. may deem to be necessary or desirable in order to vest in and confirm to IDF Holdings, Inc. title to and possession of any property of International DiverseFoods, Inc. acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of International DiverseFoods, Inc. and the proper officers and directors of IDF Holdings, Inc. are fully authorized in the name of International DiverseFoods, Inc. or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that the Merger becomes effective. This Agreement may be amended by the Board of Directors of any constituent corporation at any time prior to the time that the Merger, filed with the respective Secretaries of State, becomes effective, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of IDF Holdings, Inc. to be effected by the merger or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused these presents to be executed by the Chairman of each party hereto as the respective act, deed and agreement of said corporation as of the date first written above.

INTERNATIONAL DIVERSEFOODS, INC.

By: Jeffrey P. Berger
Name: Jeffrey P. Berger
Title: Chairman

IDF HOLDINGS, INC.


By: Jeffrey P. Berger
Name: Jeffrey P. Berger
Title: Chairman

4-1-1983 12:10:15

ASSISTANT SECRETARY'S CERTIFICATE

I, Patrick J. Guinee, Assistant Secretary of IDF Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of International DiverseFoods, Inc., a Tennessee corporation, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the sole shareholder holding 470,800 shares of the capital stock of the Corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the sole shareholder of the Corporation.

WITNESS my hand this 26th day of March 2001.


Patrick J. Guinee
Assistant Secretary

SCHEDULE A

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