

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

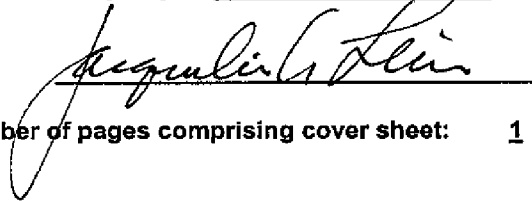
U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

<p>1. Name of conveying party(ies):  Name: <u>Nabisco, Inc.</u>  Address: <u>7 Campus Drive</u></p> <p>City: <u>Parsippany</u> State: <u>NJ</u> Zip: <u>07054</u></p> <p>Individual(s) Association  General Partnership Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of: <u>New Jersey</u>  Other:</p> <hr/> <p>Additional name(s) of conveying party(ies) attached?  Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p> <hr/> <p>3. Nature of Conveyance:  Assignment <input checked="" type="checkbox"/> Merger  Security Agreement <input checked="" type="checkbox"/> Change of Name  Other</p> <p>Execution Date: <u>July 29, 2001</u></p>	<p>2. Name and address of receiving party(ies):  Name: <u>Kraft Foods North America, Inc.</u>  Address: <u>Three Lakes Drive</u></p> <p>City: <u>Northfield</u> State: <u>IL</u> Zip: <u>60093</u></p> <p>Individual(s) Association  General Partnership Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of: <u>Delaware</u>  Other:</p> <hr/> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No</p> <p>(Designations must be a separate document from Assignment)  Additional names(s) &amp; address(es) attached?  Yes No</p>
<p>4. Application number(s) or registration number(s):  A. Trademark Application No.(s)</p> <p><u>78/058,135</u> <u>78/05,8149</u></p>	<p>B. Trademark Registration No.(s)</p> <p>106,112 1,766,074 2,037,699 2,161,043 2,304,378  1,371,572 1,833,981 2,095,563 2,164,758  1,391,761 1,866,752 2,124,073 2,171,982  1,665,964 2,010,728 2,157,935 2,289,621</p>
<p>Additional numbers attached? <u>N</u> Yes (if yes, then attach numbers on a separate sheet and send along with this page) <u>N</u>  No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jacqueline A. Leimer</u>  Company: <u>Kraft Foods</u>  Street Address: <u>Three Lakes Drive</u>  City: <u>Northfield</u> State: <u>IL</u> Zip: <u>60093</u></p>	<p>6. Total number of applications and registrations invoiced: <u>19</u></p> <hr/> <p>7. Total fee (37 CFR 3.41): <u>\$ 490.00</u>  <u>\$40 for one mark; \$25 each additional</u></p> <p>Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account #11-1650 if any additional fees are required.</p> <hr/> <p>8. Deposit account number: <u>11-1650</u>  (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Name of Person Signing Jacqueline A. Leimer

Signature 

Date: 9/21/01

Total number of pages comprising cover sheet: 1

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"NABISCO, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "KRAFT FOODS NORTH AMERICA, INC." UNDER THE NAME OF "KRAFT FOODS NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JULY, A.D. 2001, AT 3:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2001, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1265750

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DATE: 07-27-01

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C T CORPORATION WASH DC

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**CERTIFICATE OF MERGER  
OF  
NABISCO, INC.  
INTO  
KRAFT FOODS NORTH AMERICA, INC.**

(Under Section 252 of the  
General Corporation Law of the State of Delaware)

Kraft Foods North America, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) Nabisco, Inc., a New Jersey corporation ("Nabisco"); and
  - (b) Kraft Foods North America, Inc., a Delaware corporation ("KFNA").
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Nabisco and by KFNA in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Kraft Foods North America, Inc.
4. The certificate of incorporation of KFNA shall be the certificate of incorporation of the surviving corporation.
5. The executed Plan and Agreement of Merger is on file at the principal office of business of KFNA, at Three Lakes Drive, Northfield, Illinois 60093.
6. A copy of the Plan and Agreement of Merger will be furnished by KFNA, on request and without cost, to any stockholder of Nabisco or KFNA.
7. The authorized capital stock of Nabisco is 100 shares of Common Stock, \$2.50 par value.
8. This Certificate of Merger shall be effective at 11:58 p.m. on July 29, 2001, in accordance with the provisions of Section 103(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, KFNA has caused this certificate to be signed by Calvin J. Collier, its authorized officer, on the 24th day of July, 2001.

KRAFT FOODS NORTH AMERICA, INC.

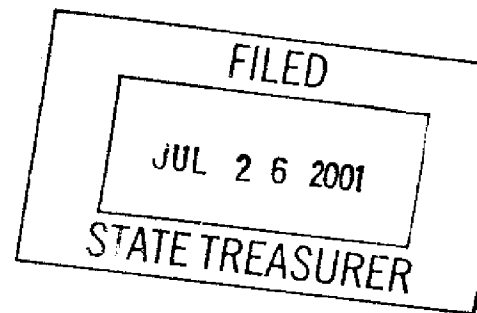
By: 

Name: Calvin J. Collier  
Title: Senior Vice President, General  
Counsel and Corporate Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:01 PM 07/26/2001  
010364106 - 0894018

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REEL: 002332 FRAME: 0969

**CERTIFICATE OF MERGER  
OF  
NABISCO, INC.  
INTO  
KRAFT FOODS NORTH AMERICA, INC.**



**TO: THE SECRETARY OF STATE  
STATE OF NEW JERSEY**

Pursuant to the provisions of Sections 14A:10-4.1 and 14A:10-7 of the New Jersey Business Corporation Act, the undersigned corporations hereby execute the following Certificate of Merger.

1. Nabisco, Inc. ("Nabisco"), a corporation organized and existing under the laws of the State of New Jersey, shall be merged into Kraft Foods North America, Inc. ("KFNA"), a corporation organized and existing under the laws of the State of Delaware, hereinafter designated as the surviving corporation.

2. The laws of the State of Delaware, the State under which KFNA is organized, permit such merger, and the applicable provisions of the laws of said jurisdiction have been, or upon compliance with filing and recording requirements will have been, complied with.

3. The name of the surviving corporation shall be Kraft Foods North America, Inc., and it shall be governed by the laws of the State of Delaware.

4. The address of the surviving corporation's registered office in the State of New Jersey is 820 Bear Tavern Road, Trenton, New Jersey 08628, and the name of its registered agent at such address is The Corporation Trust Company.

5. The Plan and Agreement of Merger annexed hereto and made a part hereof as Exhibit A was approved by the sole shareholder of Nabisco on July 23, 2001, in the manner prescribed by Sections 14A:10-1, 14A:10-3 and 14A:10-7 of the New Jersey Business Corporation Act and was approved by KFNA in the manner prescribed by the laws of the State of Delaware.

6. As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote, and the number and designation of the shares of any class or series entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Entitled to Vote	Designation of Each Class or Series Entitled to Vote as a Class (if any)	Number of Shares Entitled to Vote of Each Such Class or Series (if any)
Nabisco	100	Common	100

7. As to each corporation whose shareholders are entitled to vote, the number of shares voted for and against the Plan and Agreement of Merger, respectively, and the number of shares of any class entitled to vote as a class that voted for and against the Plan and Agreement of Merger, respectively, are as follows:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares Voted For	Shares Voted Against
Nabisco	100	0	Common	100	0

8. KFNA, the surviving corporation to this merger, hereby agrees that, if it is to transact business in the State of New Jersey, it shall comply with the provisions of the New Jersey Business Corporation Act with respect to foreign corporations, and whether or not it is to transact business in New Jersey, it agrees that:

(a) It may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of New Jersey or any foreign corporation, previously amenable to suit in New Jersey, which is a party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of New Jersey against the surviving corporation;


(b) The Secretary of State of the State of New Jersey shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding, and the post office address to which the service of process in any such proceeding shall be mailed is Three Lakes Drive, Northfield, Illinois 60093, Attention: General Counsel; and

(c) The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of New Jersey which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.


9. The effective time of this Certificate of Merger shall be 11:58 p.m. on July 29, 2001.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its respective Senior Vice President and Executive Vice President as of the 24th day of July, 2001.

**KRAFT FOODS NORTH AMERICA, INC.**

By   
Name: Calvin J. Collier  
Title: Senior Vice President, General  
Counsel & Corporate Secretary

**NABISCO, INC.**

By   
Name: Calvin J. Collier  
Title: Executive Vice President