



To the Honorable Commissioner

Attached original documents or copy thereof.

1. Name of conveying party 101813714

Name of receiving party(ies)

Fantasy-BlankeBaer Corporation

Name: **Universal Flavors - U.S.A., Incorporated**

- Individual(s)
- General
- Corporation State of Missouri

- Association
- Limited Partnership

Other _____
Additional name(s) of conveying parties attached? Yes No

Street Address: 5600 West Raymond Street

City: Indianapolis; State: Indiana; Zip: 46241

3. Nature of conveyance:

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

- Individual(s) citizenship _____
- Association _____
- General _____
- Partnership _____
- Limited Partnership _____
- Corporation State of Indiana
- Other _____

Effective Date: September 30, 1995

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
(Designations must be separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.

B. Trademark Registration No.

1,913,651

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: One (1)

Name: Nicole J. Renouard, Esq.

7. Total fee \$40.00

Internal Address: Whyte Hirschboeck Dudek S.C.

Enclosed

Street Address: 111 East Wisconsin Avenue

Authorized to be charged to Deposit Account
any underpayment or credit any overpayment

Suite 2100

8. Deposit Account Number:

City: Milwaukee State: WI ZIP: 53202-4894

23-2053

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.

Nicole J. Renouard
Name of Person Signing

Nicole J. Renouard
Signature

August 10, 2001
Date

Total number of pages including cover sheet, attachments and documents = 5

08/15/2001 LMUeller 00000163 1913651

01 FC:581

40.00 DP

ARTICLES OF MERGER

OF

FANTASY-BLANKEBAER CORPORATION

(A Foreign Subsidiary Corporation)

INTO

UNIVERSAL FLAVORS - U.S.A., INCORPORATED

(An Indiana Parent Corporation)

The undersigned, Universal Flavors - U.S.A., Incorporated (hereinafter referred to as the "Surviving Corporation"), existing pursuant to the provisions of The Indiana Business Corporation Law, as amended (hereinafter referred to as the "Law") and desiring to give notice of corporate action effectuating the merger of Fantasy-BlankeBaer Corporation (hereinafter referred to as the "Merging Corporation"), a corporation organized pursuant to the laws of the State of Missouri, and the laws of the State under which said foreign subsidiary is organized permits such merger, ninety percent (90%) or more of the shares of each class whereof are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice President and its Secretary or Assistant Secretary, hereby certifies the following facts:

SUBDIVISION A

PLAN OF MERGER

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, the title, parties, terms conditions and signatures of which are as follows:

See Attached

SUBDIVISION B

LEGAL REQUIREMENTS

Section 1 - Ownership: The number of outstanding shares of each class of the Merging Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common	5,463,654	5,463,654

Section 2 - Date of Mailing of Notice: No mailing was required since all of the shareholders of the subsidiary corporation waived the necessity of the mailing of a copy of the Plan of Merger to each of them. Therefore, pursuant to and in accordance to the waiver, no mailing was made to each of the shareholders of the subsidiary corporation.

Section 3 - Compliance with Legal Requirements: The manner of the adoption of the Plan of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Law and the laws of the State of Missouri, and with the Articles of Incorporation and the By-Laws of the Merging Corporation and the Surviving Corporation.

SUBDIVISION C

EFFECTIVE DATE

The effective date of the Merger effectuated hereby is at the close of business on September 30, 1995.

IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the

facts and acts herein recited. Dated this 23rd day of August, 1995.

UNIVERSAL FLAVORS - U.S.A.,
INCORPORATED

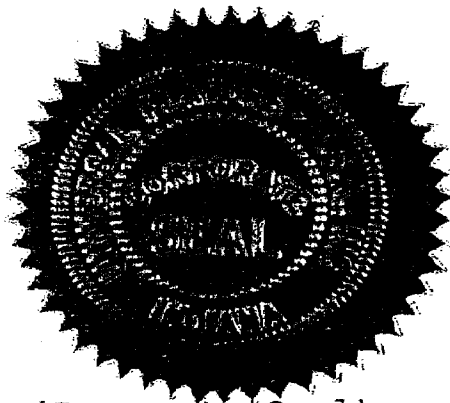
By: Stephen C. Raymonds
(Written Signature)

Stephen C. Raymonds
(Printed Signature)
Vice President

Attest:

Darrell W. Foell
(Written Signature)

Darrell W. Foell
(Printed Signature)
Assistant Secretary



(Corporate Seal)
"Surviving Corporation"

STATE OF WISCONSIN)
)SS:
County of Milwaukee)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Wisconsin, certify that Stephen C. Raymonds, the Vice President and Darrell W. Foell, the Assistant Secretary of Universal Flavors - U.S.A., Incorporated, the officers executing the foregoing Articles of Merger, personally appeared before me; acknowledged the execution thereof for and in behalf of such Corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 23rd day of August, 1995.

Min E. Allen

(Written Signature)

MIN E. ALLEN

(Printed Signature)

Notary Public

My Commission expires:
12/10/95

This instrument was prepared by Stephen C. Raymonds