

04-22-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Seitz Foods Inc. 4-11-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Sara Lee Corporation Internal Address: Street Address: 1000 E. Hanes Mill Rd. City: Winston Salem State: NC Zip: 27105
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Maryland 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) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: December 31, 1999

4. Application number(s) or registration number(s): A Trademark Application No.(s) B. Trademark Registration No.(s) #873159
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Arthur J. DeBaugh Internal Address: Sara Lee Corporation 1000 E. Hanes Mill Rd. Winston Salem, NC 27105
Street Address: City: State: Zip:

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: #190143
(Attach duplicate copy of this page if paying by deposit account)

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. S. Kathleen Frith Kathleen Frith 4-2-02 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

04/19/2002 TDIAZ1 00000070 190143 873159 01 FC:401 40.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002488 FRAME: 0432

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"SEITZ FOODS, INC.", A DELAWARE CORPORATION,

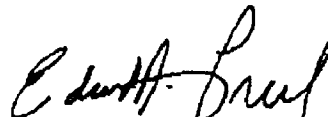
WITH AND INTO "SARA LEE CORPORATION" UNDER THE NAME OF "SARA LEE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0172352
DATE: 12-30-99

CERTIFICATE OF OWNERSHIP AND MERGER

merging

SEITZ FOODS, INC.

into

SARA LEE CORPORATION

Pursuant to Section 253

of

the General Corporation Law of the State of Delaware

Sara Lee Corporation ("Sara Lee"), a corporation organized and existing under the laws of the State of Maryland,

DOES HEREBY CERTIFY THAT:

FIRST: It was incorporated pursuant to the provisions of the general laws of the state of Maryland on September 4, 1941. The provisions of the Maryland General Corporation Law permit the merger of a subsidiary corporation organized under the laws of another state with and into a parent organized and existing under the laws of Maryland. Sara Lee owns all of the outstanding shares of the capital stock of the subsidiary, Seitz Foods, Inc. ("Seitz") and therefore is the parent of Seitz.

SECOND: Seitz was incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware, on June 8, 1987.

THIRD: Sara Lee, by resolutions of its Board of Directors, duly adopted on October 28, 1999 and filed with the minutes of the Board (a copy of which are attached as Exhibit A), determined to merge Seitz into Sara Lee.

FOURTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by Sara Lee in accordance with the laws of the State of Maryland.

FIFTH: This Certificate of Ownership and Merger shall become effective on December 31, 1999.

designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

SIXTH: Sara Lee hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Seitz arising from the merger and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of the duplicate copies of such process addressed to it at Three First National Plaza, Chicago, Illinois 60602-4260 unless Sara Lee shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

IN WITNESS WHEREOF, said Sara Lee Corporation has caused this Certificate to be signed by R. Henry Kleeman, its authorized officer, this 21st day of December, 1999.

By: R. H. Kleeman
R. Henry Kleeman
Vice President

**RESOLUTIONS AUTHORIZING THE MERGER OF THE CORPORATION'S
SUBSIDIARY, SEITZ FOODS, INC. WITH AND INTO THE CORPORATION**

RESOLVED, that the merger (the "Merger") of the Corporation and Seitz Foods, Inc., a Delaware corporation ("Seitz") upon substantially the terms and conditions of a proposed Agreement and Plan of Merger by and between the Corporation and Seitz (the "Agreement") pursuant to which the Corporation shall survive the Merger and the shares of Seitz shall cease to exist, with all of the effects provided under the Maryland General Corporation Law and the General Corporation Law of the State of Delaware, is hereby approved and adopted; and

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to execute the Agreement and the Articles of Merger and to take all action necessary for the proper filing thereof with the State Department of Assessments and Taxation of Maryland, and to take such other action and execute such other documents as may be necessary or appropriate for the implementation and consummation of the Merger.

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