

12-19-2002

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102314900

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

1. Name of conveying party(ies):

Dirigo Spice Corporation 12-16-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/23/2002

2. Name and address of receiving party(ies)

Name: Dirigo Holdings Corporation Internal Address:

Street Address: 96 Lakeshore Drive City: Wayland State: MA Zip: 01778

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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

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

A. Trademark Application No.(s) 75903576

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: C. Forbes Sargent III

Internal Address: Sherin and Lodgen LLP

Street Address: 100 Summer Street

City: Boston State: MA Zip: 02110

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:

DO NOT USE THIS SPACE

9. Signature.

John R. Darack Name of Person Signing

Signature

Date

12/9/02

8

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

12/18/2002 BYRNE 00000152 75903576

01 FC:8521

40.00

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

TRADEMARK REEL: 2635 FRAME: 0788

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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021
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030

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 156B, Section 74)

51
Examiner

N/A
Name
Approved

We, Joel S. Darack, ~~Resident~~ Vice President,

and Joel S. Darack, Clerk / ~~Assistant Clerk~~

of DIRIGO SPICE CORPORATION
(Exact name of corporation)

located at Thyme Square, 750 Dorchester Avenue, Dorchester, Massachusetts 02125
(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on June 21, 20 02 by a vote of the directors/or:

990 shares of common of 990 shares outstanding,
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding,
(type, class & series, if any)

**being at least a majority of each type, class or series outstanding and entitled to vote thereon: / **being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

- C
- P
- M
- R.A.

ARTICLE I

The name of the corporation is:
DIRIGO HOLDINGS CORPORATION

ARTICLE II

The purpose of the corporation is to engage in the following business activity(ies):
Please see Continuation Sheet II attached hereto and made a part hereof.

*Delete the inapplicable words. **Delete the inapplicable clause.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

Continuation Sheet II

1. To acquire, develop, hold, dispose of and manage real property and interests therein, and anything incidental thereto;

2. To develop non-spice related food products and anything incidental to such development, so long as such food products are not in competition with the business or enterprise conducted by Newly Weds Massachusetts Acquisition Co., LLC, or its parent, subsidiaries or affiliates in the food ingredient business in the United States or Canada, pursuant to that certain Noncompetition, Nonsolicitation and Confidentiality Agreement by and between Newly Weds Massachusetts Acquisition Co., LLC and Dirigo Spice Corporation executed on the 21st day of June, 2002; and

3. To engage in any other business or activity which may lawfully be carried on by a corporation organized under the Massachusetts Business Corporation Law.

{CDM0909.DOC /}

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	-0-	Common:	-2000-	\$25.00
Preferred:	-0-	Preferred:	-0-	-0-

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

None

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:
Please see Continuation Sheet V attached hereto and made a part hereof.

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Please see Continuation Sheet VI attached hereto and made a part hereof.

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Continuation Sheet V

Holders of stock of the corporation shall not be entitled to sell or transfer the same until such stock has first been offered for sale to the corporation by the owner thereof at its actual value and such offer has been refused by the Board of Directors of said corporation, said Board of Directors to have thirty (-30-) days for the acceptance or rejection of the offer after said offer of sale has been submitted in writing. In the event of a dispute of the actual value of the stock, a Board of three arbitrators shall be appointed as follows: one by the registered owner of the stock, one by the Board of the Directors of the corporation, and one to be selected by the other two. The decision of said Board of Directors shall be final and binding upon all parties.

Continuation Sheet VI

To the fullest extent that Chapter 156B of the General Laws of the Commonwealth of Massachusetts (or any successor provision), as the same exists or may hereafter be amended, permits elimination or limitation of the liability of directors, no director shall be liable to the Corporation or its stockholders for monetary damages on account of any breach of the fiduciary duties of such director. No amendment to or repeal of this provision shall apply to or have any effect on the liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

So as to induce officers and directors of the Corporation (including persons elected by the directors to fill vacancies in the Board of Directors or in such offices) to serve as such, and to induce others to serve as such, and as partial consideration for such services, to the extent legally permissible the Corporation shall reimburse, exonerate, hold harmless and indemnify each present and future director and officer of the Corporation for, from and against any and all claims and liabilities to which he/she may become subject by reason of his/her being a director or officer, or by reason of his/her acts or omissions as a director or officer, and shall reimburse, exonerate, hold harmless and indemnify each such director and officer for all legal and other expenses reasonably paid or incurred by him in connection with any such claims or liabilities, whether or not he/she had ceased to be a director or officer of the Corporation, unless such person shall have been finally adjudged by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation. The Corporation may compromise, settle, pay and discharge any such claims and liabilities and pay such expenses if such settlement, payment or discharge appears in the judgment of a majority of the Board of Directors to be for the best interests of the Corporation. The foregoing rights of such directors and officers shall not be exclusive of any other rights to which they may be lawfully entitled. The directors shall further have the right to authorize indemnification by the Corporation up to the extent above stated of employees and other agents of the Corporation (including persons who serve at its request as directors or officers of another organization in which it owns shares or of which it is a creditor) and any such indemnification may be provided although the person to be indemnified is no longer an officer, director, employee or agent of the Corporation.

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: 96 Lakeshore Drive, Wayland, Massachusetts 01778

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	John R. Darack	96 Lakeshore Drive Wayland, MA 01778	
Treasurer:	John R. Darack	same as above	
Clerk:	Joel S. Darack	88 Old Sudbury Road Lincoln, MA 01773	
Directors:	John R. Darack	same as above	
	Joel S. Darack	same as above	
	Melvin I. Darack	1672 Beacon Street Waban, MA 02168	

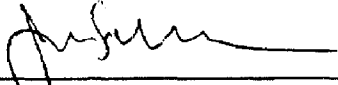
c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: September

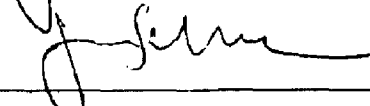
d. The name and business address of the resident agent, if any, of the corporation is:

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

- Article I: Name
- Article II: Purpose
- Article VI: Other Lawful Provisions
- Article VIII: Principal Office

SIGNED UNDER THE PENALTIES OF PERJURY, this 23rd day of July, 20 02

 , ~~President~~ Vice President,

 , *Clerk / ~~Assistant Clerk~~

*Delete the inapplicable words. **If there are no amendments, state 'None'.

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THE COMMONWEALTH OF MASSACHUSETTS
RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B, Section 74)

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$ 800- having been paid, said articles are deemed to have been filed with me this 24th day of July, 20 02.

Effective Date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

02 JUL 24 PM 12:27
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Gary M. Markoff, Esq.
Sherin and Lodgen LLP, 100 Summer Street
Boston, Massachusetts 02110
Telephone: 617-646-2000

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 11/15/2002 CLERK *(Signature)*