

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

T95-854-US

Tab settings

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

1. Name of conveying party(ies):

**The Wornick Company,
a Texas corporation**

- Individual(s)
- General Partnership
- Corporation-State Texas
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: December 2, 1999

2. Name and address of receiving party(ies):

Name: The Wornick Company

Internal Address: _____

Street Address: 3900 N. 10th St., Suite 910

City: McAllen State: TX ZIP: 78501

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,058,220

Additional numbers

Yes No

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

Name: Randee Sibul-Gelbert

Internal Address: BAKER & DANIELS

Street Address: 300 N. Meridian St.

Suite 2700

City: Indianapolis State: IN ZIP: 46204

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:

02-0390 BAKER & DANIELS

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.

Randee Sibul-Gelbert

Name of Person Signing

Signature

June 25, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

700034482

REEL: 002674 FRAME: 0545

CH \$40.00 020390 2058220



The State of Texas
Secretary of State

CERTIFICATE OF MERGER

THE WORNICK COMPANY (A NEVADA NO PERMIT ENTITY)

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ATTACHED ARTICLES OF MERGER OF

THE WORNICK COMPANY
A TEXAS CORPORATION

WITH

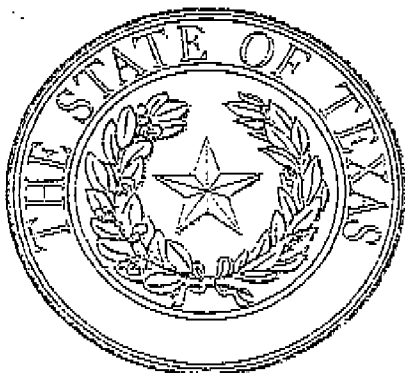
THE WORNICK COMPANY (A NEVADA NO PERMIT ENTITY)

HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF MERGER.

DATED DEC. 13, 1999

EFFECTIVE DEC. 31, 1999 AT 11:59 P.M.

A handwritten signature in cursive script, appearing to read "Elton Bomer".
Elton Bomer, Secretary of State

TRADEMARK
REEL: 002674 FRAME: 0546

FILED
 in the Office of the
 Secretary of State of Texas
 DEC 13 1999
 Corporations Section

**ARTICLES OF MERGER
 OF
 THE WORNICK COMPANY (Texas)
 WITH AND INTO
 THE WORNICK COMPANY (Nevada)**

The undersigned corporations, acting pursuant to Chapter 92A of the Nevada Revised Statutes and Part Five of the Texas Business Corporation Act, do hereby adopt the following Articles of Merger for the purpose of merging The Wornick Company, a Texas corporation, with and into The Wornick Company, a Nevada corporation:

1. The name and jurisdiction of organization of each constituent entity that is a party to the merger are:

(a) Name: The Wornick Company (the "Merged Corporation")
 Jurisdiction: Texas corporation

(b) Name: The Wornick Company (the "Surviving Corporation")
 Jurisdiction: Nevada corporation

2. A plan of merger has been duly approved and adopted by each corporation.

3. A complete executed plan of merger is on file at the registered office of the Surviving Corporation, being One East First Street, Reno, Nevada 89501, c/o The Corporation Trust Company, and at the principal place of business of the Surviving Corporation, being 10825 Kenwood Road, Cincinnati, Ohio 45242. A copy of the plan of merger will be furnished by the Surviving Corporation on written request and without cost to any shareholder of either corporation.

4. No amendments or changes to the articles of incorporation of the Surviving Corporation are to be effected by the merger.

5. The approval of the shareholders of the Merged Corporation was required to approve the merger and the plan of merger was submitted to the shareholders for approval. The Merged Corporation had 5,000,000 shares of stock outstanding, all of which were entitled to vote on the plan of merger. The number of shares voted for the plan of merger was 4,855,274 and the number of shares voted against the plan of merger was 71,649.

- 6. The approval of the shareholders of the Surviving Corporation was required to approve the merger and the plan of merger was submitted to the shareholders for approval. The Surviving Corporation had 100 shares of stock outstanding, all of which were entitled to vote on the plan of merger. The number of shares voted for the plan of merger was 100 and the number of shares voted against the plan of merger was 0.
- 7. The approval of the plan of merger was duly authorized by each corporation by all action required under the respective laws under which each corporation was incorporated and by each corporation's respective constituent documents.
- 8. The effective date of merger shall be delayed until 11:59 p.m. on December 31, 1999, at which such time and date these Articles of Merger shall be effective.
- 9. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes required by law, whether owed by the Surviving Corporation or the Merged Corporation, and the Surviving Corporation will pay such fees and franchise taxes if the same are not timely paid.

IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of The Wornick Company, the surviving Nevada corporation, and The Wornick Company, the merging Texas corporation, hereby execute these Articles of Merger as of the 2nd day of December, 1999.

SURVIVING CORPORATION:

MERGING CORPORATION:

THE WORNICK COMPANY

THE WORNICK COMPANY

By: [Signature]
 Name: RONALD C. WORNICK
 Title: President & CEO

By: [Signature]
 Name: RONALD C. WORNICK
 Title: President & CEO

By: [Signature]
 Larry L. Rose, Secretary

By: [Signature]
 Larry L. Rose, Secretary

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 13 1999

No. P 25930-99
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER
OF
THE WORNICK COMPANY (Texas)
WITH AND INTO
THE WORNICK COMPANY (Nevada)**

The undersigned corporations, acting pursuant to Chapter 92A of the Nevada Revised Statutes and Part Five of the Texas Business Corporation Act, do hereby adopt the following Articles of Merger for the purpose of merging The Wornick Company, a Texas corporation, with and into The Wornick Company, a Nevada corporation:

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Jurisdiction: Texas corporation
 - (b) Name: The Wornick Company (the "Surviving Corporation")
Jurisdiction: Nevada corporation
2. A plan of merger has been duly approved and adopted by each corporation.
3. A complete executed plan of merger is on file at the registered office of the Surviving Corporation, being One East First Street, Reno, Nevada 89501, c/o The Corporation Trust Company, and at the principal place of business of the Surviving Corporation, being 10825 Kenwood Road, Cincinnati, Ohio 45242. A copy of the plan of merger will be furnished by the Surviving Corporation on written request and without cost to any shareholder of either corporation.
4. No amendments or changes to the articles of incorporation of the Surviving Corporation are to be effected by the merger.
5. The approval of the shareholders of the Merged Corporation was required to approve the merger and the plan of merger was submitted to the shareholders for approval. The Merged Corporation had 5,000,000 shares of stock outstanding, all of which were entitled to vote on the plan of merger. The number of shares voted for the plan of merger was 4,855,274 and the number of shares voted against the plan of merger was 71,649.

- 6. The approval of the shareholders of the Surviving Corporation was required to approve the merger and the plan of merger was submitted to the shareholders for approval. The Surviving Corporation had 100 shares of stock outstanding, all of which were entitled to vote on the plan of merger. The number of shares voted for the plan of merger was 100 and the number of shares voted against the plan of merger was 0.
- 7. The approval of the plan of merger was duly authorized by each corporation by all action required under the respective laws under which each corporation was incorporated and by each corporation's respective constituent documents.
- 8. The effective date of merger shall be delayed until 11:59 p.m. on December 31, 1999, at which such time and date these Articles of Merger shall be effective.
- 9. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes required by law, whether owed by the Surviving Corporation or the Merged Corporation, and the Surviving Corporation will pay such fees and franchise taxes if the same are not timely paid.


IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of The Wornick Company, the surviving Nevada corporation, and The Wornick Company, the merging Texas corporation, hereby execute these Articles of Merger as of the 2ND day of December, 1999.


SURVIVING CORPORATION:

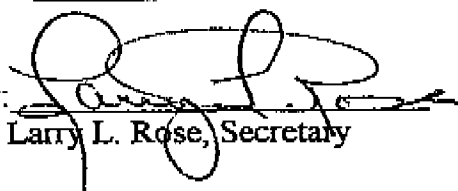
MERGING CORPORATION:

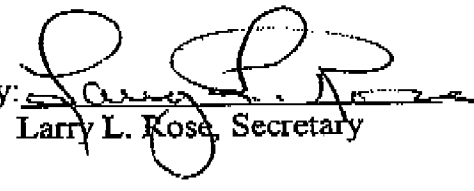
THE WORNICK COMPANY

THE WORNICK COMPANY

By: 
 Name: RONALD C. WORNICK
 Title: President & CEO

By: 
 Name: RONALD C. WORNICK
 Title: President & CEO

By: 
 Larry L. Rose, Secretary

By: 
 Larry L. Rose, Secretary