

SCHEDULE

Registration No.	Mark
2,688,980	EDWARDS
2,675,417	INSURE
2,612,592	EDWARDS & Design
2,566,015	INVISION
2,548,195	EDWARDS WHERE DESSERT COMES FIRST & Design
2,533,953	CULINARY HARVEST
2,502,343	INDULGENCE, CONVENIENCE, INNOVATION
2,481,242	PEACHTREE DESSERTS
2,305,701	SUNDAE CREATIONS & Design
2,150,288	PEACHTREE DESSERTS ATLANTA, GEORGIA
1,948,989	MOTHER BUTLER & Design
1,948,987	MOTHER BUTLER
1,931,663	EDWARDS (Stylized)
1,483,705	Pie Design
1,307,353	ZIP-A-SNACK & Design
1,293,109	CHRISTOPHER EDWARDS CREAM CHEESE CLASSICS & Design
1,239,840	EDWARDS BAKING COMPANY & Design
1,057,849	PERSONALITY PAN
1,057,834	THE CLOSEST YET TO HOMEMADE.

**ARTICLES OF MERGER
OF
EDWARDS HOLDING CORP.
INTO
EDWARDS BAKING COMPANY**

The undersigned hereby certifies as follows:

1. Pursuant to a Plan of Reorganization and Merger attached as Exhibit A, Edwards Holding Corp. ("EHC"), a Delaware corporation, shall be merged with and into Edwards Baking Corporation ("EBC"), a Georgia corporation.

2. The merger shall be effective as of the close of business on December 31, 2002.

Dated: October 7, 2002

EDWARDS HOLDING CORP.

By: 
Name: Brian R. Sattler
Title: Secretary

2002 OCT 21 PM

EXHIBIT A

**PLAN OF REORGANIZATION
AND
MERGER
OF
EDWARDS HOLDING CORP.
INTO
EDWARDS BAKING COMPANY**

This Plan of Reorganization and Merger sets forth the terms of the reorganization and merger (the "Reorganization") of Edwards Holding Corp., a Delaware corporation ("EHC"), into Edwards Baking Company, a Georgia corporation ("EBC").

1. EHC shall merge into EBC effective as of the close of business on December 31, 2002 (the "Effective Date"), with the result of the Reorganization being that the separate existence of EHC would cease and EBC would become the surviving company.

2. On the Effective Date, the Articles of Incorporation of EBC shall be amended to provide to change the corporate name to "Edwards Fine Foods, Inc."

3. On the Effective Date, EHC shall transfer all of its shares of common stock of EBC to EBC in exchange for an equal number of new shares of common stock of EBC. Immediately thereafter, EHC shall distribute its new shares of EBC to its sole shareholder, Schwan's Sales Enterprises, Inc., in exchange for all of the outstanding stock of EHC, which shall be cancelled.

4. The Reorganization is intended to constitute a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Plan of Reorganization and Merger is intended to constitute a "plan of reorganization" as described in the Treasury Regulations promulgated under Section 368(a)(1)(D) of the Code.