



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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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):

Sofco, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 12/30/2000

2. Name and address of receiving party(ies)

Name: JP Foodservice Distributors, Inc.
Internal
Address: 9755 Patuxent Woods Dr.
Columbia, MD 21046

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

B. Trademark Registration No.(s) _____
728,005 - VALAY

Additional number(s) attached Yes No

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

Name: Ronald E. Shapiro

Internal Address: Miles & Stockbridge P.C.

Street Address: _____

1751 Pinnacle Drive, Suite 500

City: McLean State: VA Zip: 22102

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:

50-1165

DO NOT USE THIS SPACE

9. Signature.

Ronald E. Shapiro
Name of Person Signing

January 10, 2005
Date

Total number of pages including cover sheet, attachments, and document: **4**

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

CH \$40.00 601166 0728006

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"SOFCO, INC.", A NEW YORK CORPORATION,

WITH AND INTO "JP FOODSERVICE DISTRIBUTORS, INC." UNDER THE NAME OF "JP FOODSERVICE DISTRIBUTORS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0677842

2193879 8100M

001647273

DATE: 12-26-00

STATE OF DELAWARE
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 12/22/2000
001647273 - 2193879

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SOFCO, INC.,
(a New York corporation)

INTO

JP FOODSERVICE DISTRIBUTORS, INC.,
(a Delaware Corporation)

JP Foodservice Distributors, Inc., a corporation existing under the laws of Delaware (the "Successor Corporation"), hereby certifies that:

FIRST: That the Successor Corporation is a business corporation of the State of Delaware.

SECOND: That the Successor Corporation is the owner of all of the outstanding shares of each class of stock of Sofco, Inc., which is a business corporation of the State of New York (the "Merging Corporation").

THIRD: The laws of the jurisdiction of organization of the Merging Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FOURTH: The Merging Corporation hereby merges into the Successor Corporation.

FIFTH: The following is a copy of the resolutions adopted on the 9th day of December, 2000, by the Board of Directors of the Corporation to merge the said Merging Corporation into the Successor Corporation:

RESOLVED: That it is advisable and in the best interest of JP Foodservice Distributors, Inc. (the "Corporation") to enter into, and the Board of Directors hereby approves, the merger of Sofco, Inc., a New York corporation (the "Subsidiary") with and into the Corporation, as the sole stockholder of the Subsidiary, including the assumption of all of the Subsidiary's obligations, in accordance with Section 253 of the Delaware General Corporation Law and the Agreement of Merger between the Corporation and the Subsidiary attached hereto (the "Merger").

RESOLVED: That the appropriate officers of the Corporation are authorized and directed, in the name of and on behalf of the Corporation to execute, acknowledge, seal and file the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction in order to consummate the Merger, and to take all other actions determined by such officers to be necessary or appropriate to fulfill the purposes of these resolutions.

RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided shall become effective is 10:00 a.m., Baltimore, Maryland time, December 30, 2000.

IN WITNESS WHEREOF, JP Foodservice Distributors, Inc. has caused this certificate to be signed by David M. Abramson, its authorized officer, on the 21 day of December, 2000.

JP FOODSERVICE DISTRIBUTORS, INC.

By: _____

David M. Abramson
Executive Vice President & Secretary