

6/1/04

12-30-2004



RE

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

102913985

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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

Re Document Number  
102757901

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

NAKANO FOODS, INC.

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

Citizenship (see guidelines)

Execution Date(s) May 1, 2004

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

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

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: MIZKAN AMERICAS, INC.

Internal

Address:

Street Address: 55 E. Euclid Avenue, #300

City: Mt. Prospect

State: Illinois

Country: USA Zip: 60056

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Michigan
- Other Citizenship

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 304,035;  
370,788; 599,451; 1,521,150;

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Mark Majewski

Internal Address: Mizkan Americas, Inc.

Street Address: 55 E. Euclid Ave., #300

City: Mt. Prospect

State: Illinois Zip: 60056

Phone Number:

Fax Number:

Email Address:

**6. Total number of applications and registrations involved:**

9

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$240.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Signature

May 21, 2004

Date

Mark E. Majewski, CEO, Nakano Foods, Inc.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 003099 FRAME: 0239

Nakano Foods, Inc. / Mizkan Americas, Inc.

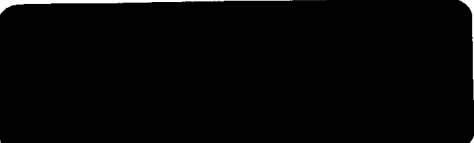
ATTACHMENT  
TO  
RECORDATION FORM COVER SHEET—TRADEMARKS  
(Document No. 102757901)

**ITEM 4. B** **Additional Trademark Registration Numbers included in Cover Sheet**

- 1,622,719
- 1,331,139
- 2,637,245
- 2,132,688
- 2,423,108

\*\*\*\*

6/1/04



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

**TRADEMARKS ONLY**

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

1. Name of conveying party(ies):  
Nakano Foods, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: Mizkan Americas, Inc.  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 55 E. Euclid Ave., Suite 300  
City: Mt. Prospect State: IL Zip: 60056

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Michigan  
 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: \_\_\_\_\_

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 B. Trademark Registration No.(s) 304,035;  
 370,788; 599,451; 1,521,150

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Mark Majewski  
 Internal Address: \_\_\_\_\_  
 Mizkan Americas, Inc.  
 Street Address: 55 E. Euclid Ave., #300,  
 City: Mt. Prospect State: IL Zip: 60056

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

**DO NOT USE THIS SPACE**

9. Signature:  
 Mark E. Majewski  
 Name of Person Signing  
 Signature  
 Date: 21-May-04

Total number of pages including cover sheet, attachments, and document: 9

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01 FC:8521  
02 FC:8522

40.00 OP  
200.00 OP

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

I hereby certify that this correspondence is being deposited with the United States Postal Service at Los Angeles, California as first class mail in an envelope addressed as follows: Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria VA 22313-1450

Peter M. Langenberg

One Battery Park Plaza  
New York, New York  
10004-1482  
212-837-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44-05.80.00  
NY 553878 1

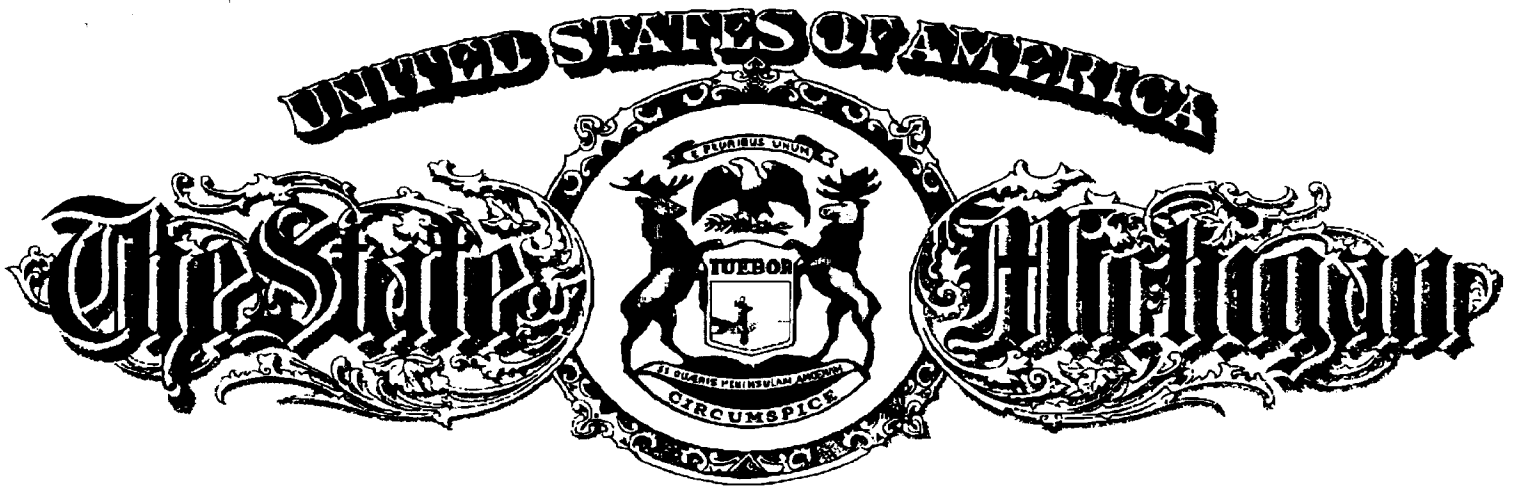
1775 I Street, N.W.  
Washington, D.C.  
20006-2401  
202-721-4600

201 South Biscayne Boulevard  
Miami, Florida  
33131-4332  
305-358-1666

Shiroyama JT Trust Tower, 16F  
4-3-1 Toranomon, Minato-ku  
Tokyo  
(81)(3) 5427-7449

101 Hudson Street  
Jersey City, New Jersey  
07302-3918  
201-536-9220

**TRADEMARK**  
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Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of May, 2004*

*Andrew S. Mettelf*, Director

Bureau of Commercial Services

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

**This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT**

**for**

**MIZKAN AMERICAS, INC.**

**ID NUMBER: 421503**

**received by facsimile transmission on April 19, 2004 is hereby endorsed filed on April 22, 2004 by the Administrator. The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.**

**Effective Date: May 1, 2004**



**In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 22nd day of April, 2004.**

*Andrew J. Metcalfe*

**, Director**

**Bureau of Commercial Services**

Sent by Facsimile Transmission 04113

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BCSCD-510 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	Peter M. Langenberg
Address	350 S. Grand Ave., Suite 3600
City	State ZIP Code
Los Angeles	CA 90071
Effective Date: May 1, 2004	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

**SECOND**  
**RESTATED ARTICLES OF INCORPORATION**  
 For use by Domestic Profit Corporations  
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 264, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:	Nakano Foods, Inc.
2. The identification number assigned by the Bureau is:	421-503
3. All former names of the corporation are:	
1. MCP&S 1987-4, Inc.	2. Mitsukan Mid-West Co.
	3. Indian Summer, Inc.
4. The date of filing the original Articles of Incorporation was:	March 31, 1987

The following Restated Articles of Incorporation supersede the Article of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE

**ARTICLE I FOR COMPLETE TEXT OF SECOND RESTATED ARTICLES**

The name of the corporation is:

**ARTICLE II**

The purpose or purposes for which the corporation is formed are:

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PCS/CD-510 (Rev. 12/03)

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE FOR COMPLETE TEXT OF SECOND RESTATED ARTICLES

**ARTICLE III**

The total authorized shares:

Common Shares \_\_\_\_\_

Preferred shares \_\_\_\_\_

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

**ARTICLE IV**

1. The address of the registered office is:

(Street Address) \_\_\_\_\_

(City) \_\_\_\_\_

Michigan \_\_\_\_\_

(ZIP Code) \_\_\_\_\_

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box) \_\_\_\_\_

(City) \_\_\_\_\_

Michigan \_\_\_\_\_

(ZIP Code) \_\_\_\_\_

3. The name of the resident agent: \_\_\_\_\_

**ARTICLE V (Optional. Delete if not applicable)**

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

**ARTICLE VI (Optional. Delete if not applicable)**

~~Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.~~

~~Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).~~

**EXHIBIT A**

**SECOND RESTATED ARTICLES OF INCORPORATION  
OF  
NAKANO FOODS, INC.  
(to be known as Mizkan Americas, Inc.)**

**ARTICLE I**

The name of the corporation is Mizkan Americas, Inc.

**ARTICLE II**

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

**ARTICLE III**

1. The total authorized capital stock of the corporation shall consist of 4,000,000 shares of Common Stock, with each share having a par value of \$100.00.
2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

The corporation has only one class of stock, Common Stock, \$100.00 par value per share, which has full voting rights and powers and all other rights and powers, and no qualifications, limitations or restrictions.

**ARTICLE IV**

1. The address of the corporation's registered office is The Corporation Company, 30600 Telegraph Road, Bingham Farms, MI 48025.
2. The mailing address of the corporation's registered office is The Corporation Company, 30600 Telegraph Road, Bingham Farms, MI 48025.
3. The name of the corporation's resident agent is The Corporation Company.



ARTICLE V

When a compromise or arrangement or a plan or reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VI

Any action required or permitted by the Michigan Business Corporation Act, as amended, to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

ARTICLE VII

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty except in the event of: (a) a breach of the director's duty of loyalty to the corporation or its shareholders; (b) act(s) or omission(s) not in good faith or that involve intentional misconduct or a knowing violation of law; (c) a violation of Section 551(1) of the Michigan Business Corporation Act, as amended; (d) a transaction from which the director derived an improper personal benefit; and/or (e) any act(s) or omission(s) occurring before the date that these Second Restated Articles of Incorporation are filed with the appropriate agency of the State of Michigan.

ARTICLE VII

These Second Restated Articles of Incorporation and the amendment contained herein shall be effective from May 1, 2004.

\*\*\*End of Second Restated Articles of Incorporation\*\*\*

EXHIBIT A, page 2

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**ARTICLE VII (Additional provisions, if any, may be inserted here; attach additional pages if needed.)**

**5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.**

a.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_ in accordance with the provisions of Section 642 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

(Signatures of Incorporators; Type or Print Name Under Each Signature)

b.  These Restated Articles of Incorporation were duly adopted on the 10th day of April, 2004, in accordance with the provisions of Section 642 of the Act and: (check one of the following)

were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act.

by consents given by electronic transmissions in accordance with Section 407(3).

Signed this 19th day of April, 2004

By [Signature]  
 \_\_\_\_\_  
 (Signature of an authorized officer or agent)

Kenji Sano, Secretary  
 \_\_\_\_\_  
 (Type or Print Name)

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RECORDED: 06/01/2004

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