

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/26/1999		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Embasa Foods, Inc.		01/26/1999	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	La Victoria Foods, Inc.		
Street Address:	7150 Village Drive		
City:	Buena Park		
State/Country:	CALIFORNIA		
Postal Code:	90621		
Entity Type:	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1452352	EMBASA	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(202)659-9344		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2026599076		
Email:	DSAdocket@roylance.com		
Correspondent Name:	Roylance, Abrams, Berdo & Goodman, LLP		
Address Line 1:	1300 19th Street, N.W.		
Address Line 2:	Suite 600		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	50366		
NAME OF SUBMITTER:	David S. Abrams		
Signature:	//David S. Abrams//		

OP \$40.00 1452352

Date:

06/28/2006

**Total Attachments: 7**

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# State of California

## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of



*Bill Jones*

Secretary of State

JAN 27 1999

## AGREEMENT AND PLAN OF MERGER BILL JONES, Secretary of State

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of this 26<sup>th</sup> day of January, 1999 by and between La Victoria Foods, Inc., a California corporation ("LVF") and Embasa Foods, Inc., a California corporation ("Embasa") (together, Embasa and LVF are the "Parties"; each, a "Party").

## RECITALS

A. The respective Boards of Directors of LVF and Embasa have determined that the merger of Embasa with and into LVF (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement, is advisable and in the best interests of their respective companies and shareholders, and such Boards of Directors have approved such Merger.

B. Both Parties are subsidiaries of Authentic Specialty Foods, Inc., a Texas corporation.

C. In consideration of the mutual premises contained herein, the receipt and sufficiency of which is acknowledged by both Parties, the Parties agree as follows:

1. Each of the Parties is in good standing in the State of California, and has the authority to enter into this Agreement.
2. Embasa shall be merged into LVF.
3. Upon the effectiveness of the Merger, each outstanding share of Embasa shall be exchanged for one share of Common Stock of LVF.
4. The shares of LVF outstanding at the time of the Merger shall remain outstanding and are not affected by the Merger.
5. Following the Merger, LVF will be the surviving corporation, and as such will assume all assets, liabilities and obligations of Embasa existing on or prior to the effective date of the Merger, including all outstanding income and franchise tax obligations. The Articles of Incorporation and Bylaws of LVF in effect prior to the Merger shall be the Articles of Incorporation and Bylaws of LVF following the Merger.
6. Both Parties have received all consents and approvals necessary for the consummation of the Merger and all other transactions contemplated thereby.
7. The effect of the Merger and the effective date of the Merger shall be as prescribed by law.

IN WITNESS WHEREOF, LVF and Embasa have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

"Embasa"

EMBASA FOODS, INC., a California corporation

By: 

Ignacio Hernandez  
Chairman and Chief Executive Officer

By: 

Robert P. DeVan  
Chief Financial Officer and Assistant Secretary

"LVF"

LA VICTORIA FOODS, INC., a California corporation

By: 

Ignacio Hernandez  
Chairman and Chief Executive Officer

By: 

Robert P. DeVan  
Chief Financial Officer and Assistant Secretary

CERTIFICATE OF OFFICERS OF  
LA VICTORIA FOODS, INC.

This certificate is provided in connection with the Agreement and Plan of Merger (the "Plan of Merger") by and between La Victoria Foods, Inc., a California corporation, and Embasa Foods, Inc., a California corporation, pursuant to Section 1103 of the General Corporation Law of California.

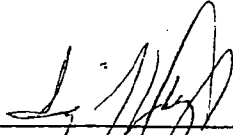
The undersigned, Ignacio Hernandez and Robert DeVan, certify that:

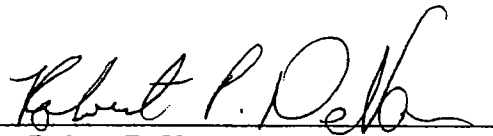
1. They are the Chief Executive Officer and Assistant Secretary, respectively, of La Victoria Foods, Inc., a California corporation ("LVF").
2. LVF has entered into an Agreement and Plan of Merger (the "Plan of Merger") with Embasa Foods, Inc., a California corporation ("Embasa"), whereby Embasa will merge with and into LVF, and LVF will be the surviving entity.
3. The Plan of Merger has been duly approved by the Board of Directors.
4. The Plan of Merger has been duly approved by the required vote of shareholders in accordance with Section 1201 of the Corporations Code. The total number of outstanding shares of this corporation is 749,844, all of which constitute one class and all of which voted in favor of the terms and conditions of the Plan of Merger attached hereto.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this certificate in their capacities as officers of LVF on January 26, 1999.

By:   
Name: Ignacio Hernandez  
Title: Chief Executive Officer

By:   
Name: Robert DeVan  
Title: Assistant Secretary



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28582.90105

**CERTIFICATE OF OFFICERS OF  
EMBASA FOODS, INC.**

This certificate is provided in connection with the Agreement and Plan of Merger (the "Plan of Merger") by and between La Victoria Foods, Inc., a California corporation, and Embasa Foods, Inc., a California corporation, pursuant to Section 1103 of the General Corporation Law of California.

The undersigned, Ignacio Hernandez and Robert DeVan, certify that:

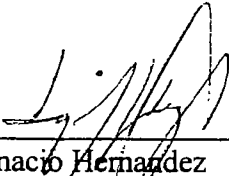
1. They are the Chief Executive Officer and Assistant Secretary, respectively, of Embasa Foods, Inc., a California corporation ("Embasa").
2. Embasa has entered into an Agreement and Plan of Merger (the "Plan of Merger") with La Victoria Foods, Inc., a California corporation ("LVF"), whereby Embasa will merge with and into LVF, and LVF will be the surviving entity.
3. The Plan of Merger has been duly approved by the Board of Directors.
4. The Plan of Merger has been duly approved by the required vote of shareholders in accordance with Section 1201 of the Corporations Code. The total number of outstanding shares of this corporation is 7,500, all of which constitute one class. The vote in favor of the Plan of Merger equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

[signature page follows]



IN WITNESS WHEREOF, the undersigned have executed this certificate in their capacities as officers of Embasa on January 26, 1999.

By:   
Name: Ignacio Hernandez  
Title: Chief Executive Officer

By:   
Name: Robert DeVan  
Title: Assistant Secretary