## Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/04/2008

### **CONVEYING PARTY DATA**

Name	Execution Date
Kraft Foods Holdings, Inc.	08/01/2008

## **RECEIVING PARTY DATA**

Name:	Kraft Foods Global Brands LLC	
Street Address:	Three Lakes Drive	
City:	Northfield	
State/Country:	ILLINOIS	
Postal Code:	60093	

## PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	29148231

## **CORRESPONDENCE DATA**

Fax Number: (312)277-2397

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-577-7000

Email: jpalom@fitcheven.com

Correspondent Name: Fitch, Even, Tabin & Flannery

Address Line 1: 120 S. LaSalle Street

Address Line 2: Suite 1600

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 1410/67184

NAME OF SUBMITTER: Joseph E. Shipley

Total Attachments: 4

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# Delaware

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# The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KRAFT FOODS HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KRAFT FOODS GLOBAL BRANDS LLC" UNDER THE NAME OF "KRAFT FOODS GLOBAL BRANDS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2008, AT 6:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FOURTH DAY OF AUGUST, A.D. 2008, AT 7:25 O'CLOCK A.M.

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

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You may verify this certificate online at corp.delaware.gov/authver.shtml

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 6769001

DATE: 08-01-08

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State of Delaware Secretary of State Division of Corporations Delivered 06:47 PM 08/01/2008 FILED 06:47 PM 08/01/2008 SRV 080840910 - 4476161 FILE

## CERTIFICATE OF MERGER

OF

## KRAFT FOODS HOLDINGS, INC.

### WITH AND INTO

# KRAFT FOODS GLOBAL BRANDS LLC

Pursuant to Title 8, Section 264(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Title 6, Section 18-209 of the Limited Liability Company Act, Kraft Foods Global Brands LLC, a Delaware limited liability company ("New KFH LLC"), hereby certifies the following information relating to the merger of Kraft Foods Holdings, Inc., a Delaware corporation ("KFH"), with and into New KFH LLC (the "Merger"):

<u>FIRST</u>: The name and state of formation of the surviving limited liability company and the name and state of incorporation of the corporation being merged with and into this surviving limited liability company are as follows:

## Name

State of Incorporation/Formation

Kraft Foods Global Brands LLC Kraft Foods Holdings, Inc.

Delaware Delaware

SECOND: The KFH Agreement and Plan of Merger, dated as of August 1, 2008 (the "KFH Agreement and Plan of Merger"), by and among New KFH LLC, and KFH, setting forth the terms and conditions of the Merger has been approved, adopted, executed and acknowledged by New KFH LLC and KFH in accordance with Sections 103 and 264(c) of the DGCL and Title 6, Section 18-209 of the Limited Liability Company Act.

THIRD: The name of the surviving limited liability company shall be Kraft Foods Global Brands LLC (the "Surviving Limited Liability Company").

FOURTH: The Certificate of Formation of New KFH LLC shall be unchanged following the Merger and remain in whole as the Certificate of Formation of the Surviving Limited Liability Company.

FIFTH: The effective date and time of the Merger shall be August [4], 2008, 7:25am Eastern Daylight Time.

SIXTH: The executed KFH Agreement and Plan of Merger is on file at the office of the Surviving Limited Liability Company, located at Three Lakes Drive, Northfield, Illinois 60093.

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SEVENTH: A copy of the KFH Agreement and Plan of Merger will be furnished by the Surviving Limited Liability Company, on request and without cost, to any member of any constituent limited liability company or stockholder of any constituent company.

[Signature page follows]

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IN WITNESS WHEREOF, KRAFT FOODS GLOBAL BRANDS LLC has caused this Cartificate of Merger to be signed by an authorized person and executed, the  $I^{\Sigma'}$  day of August 2008.

KRAFT POODS GLOBAL BRANDS

LLC

3y: \_\_\_\_\_\_

Name: Dexter P. Constralay

Title: Authorized Officer

[Signature Page to Certificate of Merget of KFH with and into New KFH LLC]

**PATENT** 

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