

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2010

CONVEYING PARTY DATA

Name	Execution Date
Bimbo Foods Bakeries, Inc.	12/15/2009

RECEIVING PARTY DATA

Name:	Bimbo Foods, Inc.
Street Address:	255 Business Center Drive
City:	Horsham
State/Country:	PENNSYLVANIA
Postal Code:	19044

PROPERTY NUMBERS Total: 6

Property Type	Number
Patent Number:	5225222
Patent Number:	5235885
Patent Number:	5354566
Patent Number:	5344664
Patent Number:	5190776
Patent Number:	5804243

CORRESPONDENCE DATA

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CH \$240.00 5225222

ATTORNEY DOCKET NUMBER:	25032-0019001
NAME OF SUBMITTER:	Jennifer Preuss Pierce
Total Attachments: 5 source=DE EvidenceMerger BFBI into BFI 1 1 10#page1.tif source=DE EvidenceMerger BFBI into BFI 1 1 10#page2.tif source=DE EvidenceMerger BFBI into BFI 1 1 10#page3.tif source=DE EvidenceMerger BFBI into BFI 1 1 10#page4.tif source=DE EvidenceMerger BFBI into BFI 1 1 10#page5.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

"BIMBO FOODS BAKERIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "BIMBO FOODS, INC." UNDER THE NAME OF "BIMBO FOODS, 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. 2009, AT 12:30 O'CLOCK P.M.

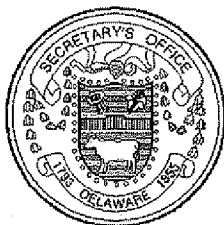
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2010, AT 12:01 O'CLOCK A.M.


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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7720130

DATE: 12-23-09

PATENT
REEL: 023854 FRAME: 0556

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
BIMBO FOODS BAKERIES, INC.
INTO
BIMBO FOODS, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware.)

Bimbo Foods, Inc., a Delaware corporation (the "*Corporation*"), does hereby certify:

FIRST: That the Corporation was originally incorporated on November 18, 1986, pursuant to the General Corporation Law of the State of Delaware ("*DGCL*").

SECOND: That the Corporation owns all of the outstanding shares of capital stock of Bimbo Foods Bakeries, Inc., a corporation incorporated on August 31, 1995, pursuant to the DGCL ("*Subsidiary*").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on December 10, 2009, determined to merge Subsidiary with and into the Corporation, with the Corporation as the surviving entity, and that the Corporation assume all of the liabilities and obligations, and succeed to all of the assets and properties of Subsidiary, pursuant to Section 253 of the DGCL (the "*Merger*"), on the conditions set forth in such resolutions:

NOW, THEREFORE, BE IT RESOLVED, that the preservation of the existence of Subsidiary is no longer desirable in the conduct of the business of the Corporation and its subsidiaries taken as a whole, and that the consummation of the Merger is in the best interest of the Corporation;

FURTHER RESOLVED, that the consummation of the Merger, effective as of 12:01 a.m. E.S.T. on January 1, 2010 (the "*Effective Time*") is hereby approved and authorized in all respects, and that from and after the Effective Time, the Corporation shall possess all of the property, rights and privileges and other assets, and shall possess all of the liabilities and obligations of Subsidiary;

FURTHER RESOLVED, that the remaining terms and conditions of the Merger are as follows:

(a) The Certificate of Incorporation of the Corporation shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

(b) Upon the effectiveness of the Merger, each share of capital stock of Subsidiary which shall be outstanding shall be cancelled without consideration.

(c) The By-Laws of the Corporation as they shall exist at the Effective Time of the Merger shall be and remain the By-laws of the corporation surviving

the Merger until the same shall be altered, amended or repealed as therein provided.

(d) Upon effectiveness of the Merger, the directors of the Corporation shall continue as directors of the corporation surviving the Merger until their successors shall have been duly elected and qualified as provided in the Certificate of Incorporation and By-laws of the Corporation.

(e) The officers of the Corporation shall continue in office until their successors shall have been duly elected and qualified as provided in the Certificate of Incorporation and By-laws of the Corporation.

(f) Upon the effectiveness of the Merger, all the property, rights, privileges, obligations, franchises, patents, trademarks, licenses, contracts, registration and other assets and obligations of every kind and description of the Subsidiary shall be transferred to, vested in, assumed by and devolve upon the Corporation without further act or deed and all property, rights, and every other interest of the Corporation and the Subsidiary shall be as effectively the property of the Corporation as they were of the Subsidiary and the Corporation respectively. The Subsidiary agrees from time to time, as and when requested by the Corporation or its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Corporation may deem desirable in order to vest in and confirm to the Corporation title to and possession of any property of the Subsidiary acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Subsidiary and the proper officers and directors of the Corporation are fully authorized to take any and all such action;

FURTHER RESOLVED, that each of the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to make, execute and acknowledge, in the name of and on behalf of the Corporation, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of the State of Delaware for the purpose of effecting the Merger and to do all other acts and things that may be necessary, appropriate, convenient or proper to carry out and effectuate the purpose and intent of the resolutions relating to the Merger;

FURTHER RESOLVED, that each of the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to take or cause to be taken any and all actions, to make all payments, and to negotiate, enter into, execute and deliver all other documents as may be necessary, advisable, appropriate or convenient to effectuate the intent of, and the transactions contemplated by, the foregoing resolutions, such other documents to be in such form and to contain such terms and conditions as the officer executing the same shall in his sole discretion determine to be necessary, appropriate, convenient or proper, the execution and delivery thereof by such officer to be conclusive evidence of such approval; and

FURTHER RESOLVED, that any and all actions previously taken by any of the officers of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

FOURTH: That this Certificate of Merger shall be effective at 12:01 a.m. E.S.T. on January 1, 2010.

FIFTH: That anything herein or elsewhere to the contrary notwithstanding, prior to the filing of the Certificate of Ownership and Merger with the Secretary of the State of Delaware to effectuate the Merger, the Board of Directors of the Corporation may either amend the terms of the Merger or terminate the merger altogether as permitted under Section 251(d) of the DGCL.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership to be signed by a duly authorized officer, this 15th day of December, 2009.

BIMBO FOODS, INC.

By: Shelly W. Seligman
Shelly W. Seligman

Title: Vice President and Secretary