

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

1. Name of conveying party(ies):  
**Flowers Bakeries Brands, Inc.**

Individuals(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies) attached     Yes     No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: May 15, 1998

2. Name and address of receiving party(ies)  
 Name: **Flowers Bakeries Brands, Inc.**

Internal Address:  
 Street Address: **7101 Ashville Highway**  
 City: **Spartanburg** State: **South Carolina** Zip: **29303**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State South Carolina  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:     Yes     No

Additional names(s) & address(es) attached?     Yes     No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)  
75/527,818  
SOF-MIX

Additional numbers attached?     Yes     No

B. Trademark Registration No.(s)

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

Name: Sharan B. Flexner

Internal Address: Kilpatrick Stockton LLP

02/17/1999 SBURNS 00000012 110860 75527818  
 01 FC:481 40.00 CH

Street Address: 1100 Peachtree Street, Suite 2800

City: Atlanta State: GA Zip: 30309-4530

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  
 The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:  
11-0860

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Sharan B. Flexner      Sharan B. Flexner      2-2-99  
 Name of Person Signing      Signature      Date

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

Office of the Secretary of State

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 AGREEMENT OF MERGER, WHICH MERGES:

"FLOWERS BAKERIES BRANDS, INC.", A DELAWARE CORPORATION, WITH AND INTO "FLOWERS BAKERIES BRANDS, INC." UNDER THE NAME OF "FLOWERS BAKERIES BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 1998, AT 10:02 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:

DATE: 9107727

05-29-98

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981204293

TRADEMARK  
REEL: 1855 FRAME: 0203

## PLAN AND AGREEMENT OF MERGER

AGREEMENT OF MERGER, entered into as of this 15<sup>th</sup> day of May, 1998, made by and between Flowers Bakeries Brands, Inc., a corporation organized and existing under the laws of the State of South Carolina, hereinafter called the "First Company," and Flowers Bakeries Brands, Inc., a corporation organized and existing under the laws of the State of Delaware, hereinafter called the "Second Company."

WHEREAS, the First Company has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value \$1 per share, of which one thousand (1,000) shares have been duly issued and are now outstanding, and

WHEREAS, the Second Company has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value \$1 per share, of which one thousand (1,000) shares have been duly issued and are now outstanding, and

WHEREAS, the First Company was created solely for the purposes of re-domesticating the Second Company to South Carolina, in the form of a merger, and

WHEREAS, the Boards of Directors of the First Company and the Second Company deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the First Company merge with Second Company under and pursuant to the provisions of the Business Corporation Law of South Carolina and of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, the corporations, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained have agreed to merge into itself the First Company and likewise, that said Second Company shall be merged into said First Company pursuant to section 252 of the General Corporation Law of the

State of Delaware, and of the laws of the State of South Carolina, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: First Company hereby merges into itself, and, likewise, the said Second Company shall be ~~and~~ hereby is merged into the First Company, which shall be the surviving corporation, and shall be governed by the laws of the State of South Carolina;

SECOND: The Articles of Incorporation and Bylaws of the First Company, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the First Company until altered or amended as provided therein or in accordance with the laws of the State of South Carolina;

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares of the surviving corporation shall be as follows:

Every two shares of capital stock of the First Company and every two shares of capital stock of the Second Company outstanding immediately prior to the Effective Date shall be converted, as a result of the merger, into one share of capital stock in the surviving First Company;

FOURTH: On the Effective Date, the separate existence of the Second Company shall cease and shall be merged with and into the First Company. The surviving First Company shall, from and after the Effective Date, possess all the rights, privileges, immunities, and franchises of a public (as well private in nature) constituent corporation. Ownership of, and title to, all property, real, personal and mixed, and all debts due on any account, including subscriptions to shares, and all other choses in action, and every other interest of, or belonging to, or due to, each constituent corporation shall be taken and deemed to be transferred to and vested in the surviving First Company. The title to any real estate or any interest therein vested in either of the constituent corporations shall not revert to any predecessor in interest, or in any way become impaired by reason of the merger. All liabilities and obligations of the constituent corporations shall be the liabilities and obligations of the surviving First Company. Any claim of an action or

pending proceeding by, or against, the constituent corporations may be prosecuted as if the merger had not taken place, or the surviving First Company may be substituted in any such action or proceeding. Neither the rights of creditors nor any claims upon the property of the constituent corporations shall be impaired;

FIFTH: The terms and conditions of the merger provided for herein are as follows:

The first board of directors of the First Company after the date when the merger provided for herein shall become effective shall be the directors of Second Company in office at the date when this agreement becomes effective.

The officers of the surviving corporation shall be the same as were in existence prior to the date of the merger.

The surviving corporation shall pay all expenses of carrying this agreement of merger into effect and accomplishing the merger.

The surviving corporation may receive service of process in the State of Delaware in any proceeding for enforcement of any obligation of Flowers Bakeries Brands, Inc., a Delaware corporation, as well as for enforcement of any obligations of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is 7001 Asheville Highway, Hearn Circle, Spartanburg, South Carolina 29303

THIS AGREEMENT OF MERGER shall be filed in the office of the Secretary of State of South Carolina, and in the office of the Secretary of State of Delaware, and upon the filing of this

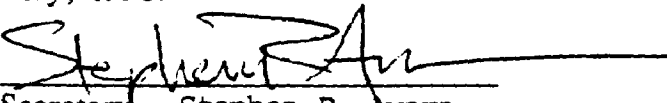
agreement of merger in the office of Secretary of State of Delaware, the merger herein provided for shall be effective.

  
\_\_\_\_\_  
President - George E. Deese

Attest:

  
\_\_\_\_\_  
Secretary - Stephen R. Avera

Witness my hand and the seal of said Flowers Bakeries Brands, Inc. on this 15<sup>th</sup> day of May, 1998.

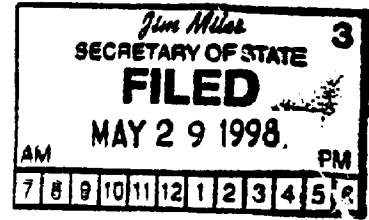
  
\_\_\_\_\_  
Secretary - Stephen R. Avera

[Corporate Seal]

I, Steve Avera, Secretary of Flowers Bakeries Brands, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, and under the seal of the corporation, that the agreement of merger to which this certificate is attached was duly submitted to the stockholders of said Flowers Bakeries Brands, Inc., for the purpose of considering and taking action upon the proposed agreement of merger; that one thousand (1,000) shares of stock of said corporation were on said date, issued and outstanding; that the sole shareholder voted in favor of the merger, and that thereby the agreement of merger was, at said meeting, duly adopted as the act of the stockholder of said Flowers Bakeries Brands, Inc., and the duly adopted agreement of said corporation.

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF MERGER  
OR SHARE EXCHANGE



CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

MAY 29 1998

*Jim Miles*  
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to §33-11-105 of the 1976 South Carolina Code, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Flowers Bakeries Brands, Inc.
2. Attached hereto and made a part hereof is a copy of the Plan or Merger or Share Exchange (see §§33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation Flowers Bakeries Brands, Inc.

Complete either (1) or (2), whichever is applicable:

- (1)  Shareholder approval of the merger or stock exchange was not required (See §§33-11-103(h), 33-11-104(a), and 33-11-108(a)).
- (2)  The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares Voted	
				For	Against

\*NOTE: Pursuant to the Section 33-11-105 (a)(3)(ii), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: Flowers Bakeries Brands, Inc.

Complete either (1) or (2), whichever is applicable:

(1)  Shareholder approval of the merger or stock exchange was not required (See §§33-11-103(h), 33-11-104(a), and 33-11-108(a)).

(2)  The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

<u>Voting Group</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Represented the meeting</u>	<u>Number of Undisputed* Shares Voted</u> <u>For</u> <u>Against</u>
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\*NOTE: Pursuant to Section 33-11-105 (a)(3)ii, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See §§33-1-230(b)): \_\_\_\_\_

DATE: 5/12/98

Flowers Bakeries Brands, Inc.

(Name of the Surviving or Acquiring Corporation)

By: \_\_\_\_\_

(Signature and Office)

Stephen R. Avera Secretary  
(Type or Print Name and Office)

### FILING INSTRUCTIONS

- Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- Filing Fee (payable to the Secretary of State at the time of filing of this document.)

Filing Fee	\$ 10.00
Filing Tax	100.00

- TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Secretary of State 1/69