

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Trappey's Fine Foods		12/30/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Bloch & Guggenheimer, Inc.
Street Address:	Four Gatehall Drive
Internal Address:	Suite 110
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	856105	
Registration Number:	1274499	CHEF MAGIC
Registration Number:	965698	DULCITO
Registration Number:	820117	DULCITO
Registration Number:	999803	INDI-PEP
Registration Number:	230395	MEXI-PEP
Registration Number:	842183	SERANO
Registration Number:	841700	TEMPERO
Registration Number:	989073	TORRIDO
Registration Number:	819665	TORRIDO
Registration Number:	845099	TRAPPEY'S

CH \$290.00 856105

CORRESPONDENCE DATA

Fax Number: (312)827-8185  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-807-4350  
Email: trademarks@bellboyd.com, shakim@bellboyd.com  
Correspondent Name: Sana Hakim  
Address Line 1: P.O. Box 1135  
Address Line 4: Chicago, ILLINOIS 60690-1135

ATTORNEY DOCKET NUMBER:	109709-21
NAME OF SUBMITTER:	Sana Hakim
Signature:	/sh/
Date:	06/01/2006

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:

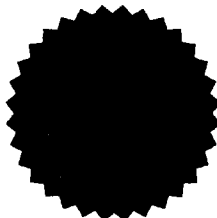
"TRAPPEY'S FINE FOODS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BLOCH & GUGGENHEIMER, INC." UNDER THE NAME OF "BLOCH & GUGGENHEIMER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11:59 O'CLOCK P.M.

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

2045012 8100M

051077075



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4416813

DATE: 12-30-05

TRADEMARK  
REEL: 003320 FRAME: 0295

**CERTIFICATE OF MERGER**

**MERGING**

**TRAPPEY'S FINE FOODS, INC.**

**WITH AND INTO**

**BLOCH & GUGGENHEIMER, INC.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Trappey's Fine Foods, Inc.	Delaware
Bloch & Guggenheimer, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of December 30, 2005 (the "Merger Agreement"), by and between Trappey's Fine Foods, Inc., a Delaware corporation, and Bloch & Guggenheimer, Inc., a Delaware corporation, providing for the merger of Trappey's Fine Foods, Inc. with and into Bloch & Guggenheimer, Inc., has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is Bloch & Guggenheimer, Inc. (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of Bloch & Guggenheimer, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the Constituent Parties intend that, for U.S. income tax purposes, the transaction contemplated by the Merger Agreement constitutes a reorganization under section 368(a)(1)(A) of the Internal Revenue Code, and the Constituent Parties have adopted the Merger Agreement as a Plan of Reorganization.

SIXTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address: Four Gatehall Drive, Suite 110, Parsippany, NJ 07054.

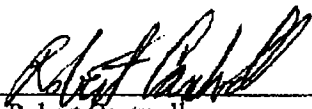
SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of the Constituent Corporations.

SEVENTH: That this Certificate of Merger shall be effective as of December 31, 2005 at 11:59 p.m. Eastern Time.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Bloch & Guggenheimer, Inc. has caused this Certificate of Merger to be executed this 30th day of December, 2005.

BLOCH & GUGGENHEIMER, INC.

By:   
Name: Robert Cantwell  
Title: Executive Vice President of  
Finance and Assistant Secretary