

08-11-1998



OMB No. 0651-0011 (exp. 4/94)

100790439

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.
A Delaware Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Certificate of Agreement of Merger**
- Merger
- Change of Name

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: **GA** 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)

see attached schedule B
(10 marks)

B. Trademark Registration No.(s)

see attached schedule A
(167 marks)

Additional numbers attached? Yes No

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

Name: **Sharan B. Flexner**

Internal Address: **Kilpatrick Stockton LLP**

08/10/1998 ~~NGUYEN~~ 00000172 1071914

01 FC:481	40.00 DP
02 FC:482	4350.00 DP
03 FC:998	10.00 DP

Street Address: **1100 Peachtree Street, Suite 2800**

City: **Atlanta** State: **GA** Zip: **30309-4530**

6. Total number of applications and registrations involved

7. Total fee (37 CFR 3.41).....\$ 44.00 .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:

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

Name of Person Signing

Signature

Date

7-21-98

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

Schedule "A"
Registrations for Flowers

1.	ABIGAIL SWEET and Design	1071914
2.	ALMOND NUT TWIRLS	1323561
3.	AUNT FANNY'S	930604
4.	AUNT FANNY'S and Design	1927894
5.	AUNT HANNAH and Design	1168599
6.	AUNT HANNAH'S and Design	133083
7.	AUNTIE'S and Design	1243811
8.	BAKED BY THE FLOWERS FAMILY	1359473
9.	BAKER'S TWIST	2068961
10.	BAMBY	860660
11.	BAMBY and Design	1081953
12.	BAMBY and Penguin Design	1566226
13.	BATTER MAGIC	1226794
14.	BEEBO	2077469
15.	BEEBO and Design	1128394
16.	BEEBO BEAR HUGS and Design	1438248
17.	BEEBO CUB CAKES and Design	1444329
18.	BEEBO DOOZIE DIPPERS and Design	1267326
19.	BEEBO LITTLE DOOZIES and Design	1314873
20.	BETSY ROSS and Design	1488710
21.	BETSY ROSS GAY 90'S and Design	1488709
22.	BIG HUB	1196963
23.	BINGLES	1181385
24.	BISKINS	1776009
25.	BLUE BIRD	1098271
26.	BLUEBIRD and Design	1843098
27.	BOOPER	1177520
28.	BREADS INTERNATIONAL	2035151
29.	BREADS INTERNATIONAL and Design	1026478
30.	BREADS INTERNATIONAL and Design	1568691
31.	BREAKFAST CROWNS	1888715
32.	BROAD STREET BAKERY	1841969
33.	BROAD STREET BAKERY	1480976
34.	BROAD STREET BAKERY and Design	1907897
35.	BUERELLES	1199762
36.	BUMPERS	1190869
37.	BUTTER IN EVERY BITE	1238635
38.	BUTTER UP	1324885
39.	CADDIES	1111040
40.	COBBLESTONE FARM	1145190
41.	COBBLESTONE MILL	1991258
42.	COBBLESTONE MILL and Design	1326230
43.	COBBLESTONE MILL and Design	1836321
44.	COBBLESTONE MILL BREAKFAST BREADS	2044677
45.	COCOANUT TWIRLS	811425

46.	COLD KING	1166692
47.	COTTONTAILS	1824538
48.	COTTONTAILS and Design	1824539
49.	CREMEY BUMPERS	1828426
50.	CREMEY BUMPERS	1190871
51.	DANISH KITCHENS and Design	1799544
52.	DESIGN (EUROPEAN CASTLE)	1071077
53.	DOUGHNUGGETS and Design	1893259
54.	EASTER EGG	1928658
55.	EASTER EGG SNACK CAKE and Design	1890048
56.	EUROPEAN BAKERS, LTD.	1074702
57.	EUROPEAN BAKERS, LTD. and Design	1322411
58.	EVANGELINE MAID and Design	394083
59.	FAMILY VALUE	1857338
60.	FILL 'EM WITH FUN	1285456
61.	FLAV-A-TRON DOUGLAS and Design	1156533
62.	FLOWERS and Design	1120659
63.	FLOWERS BAKED BY THE FLOWERS FAMILY SINCE 1919 and Design	2087381
64.	FLOWERS SPECIAL HARVEST EXTRA SPECIAL GOODNESS and Design	1535612
65.	FLOWERS TENDERMIX and Design	1236614
66.	FOOTBALL SNACKS and Design	1891804
67.	FOUNTAIN INN and Design	1118391
68.	FROM THE GRAIN STREET BAKERS and Design	1433151
69.	FROM THE HEART OF THE SWEET POTATO	1249177
70.	GAY 90'S (stylized)	1270138
71.	GINGHAM MILL	1140490
72.	GOAL! SNACKS	1913602
73.	GOAL! SNACKS & Design	1913605
74.	GOLDEN DELUXE	1140046
75.	GOLDEN TOP	718324
76.	GRAIN BERRY	1114625
77.	HARVEST GRAINS and Design	1566203
78.	HEALTHY FAMILY WHITE BREAD	2121188
79.	HOMETOWN	1111883
80.	HOOPS SNACKS and Design	1886237
81.	IDEAL and Design	1046949
82.	JACK-O-LANTERNS and Design	1898253
83.	JELLY NELLY	1190868
84.	JUBILEE	1817041
85.	JUBILEE (stylized)	1470847
86.	JUBILEE and Design	1819127
87.	KETTERING'S COUNTRY STYLE and Design	2131872
88.	KID POWER	1697874
89.	KID POWER - HEALTHY BREAD FIT FOR KIDS	1691823
90.	KIDS SNACK PACK and Design	1892280
91.	KOBENHAUS	1138016
92.	KWIK KAKES	1819524
93.	KWIK-BAKE	1293087
94.	MASTER SNACK	1696336
95.	MATTIE MCGREGOR	1138015

	Trademark	Registration
96.	MC MILLIAN'S	1907523
97.	MEAD'S FINE	507326
98.	MELLO-RICH	817477
99.	MERRILY PLANTATION DELUXE FRUIT	1100915
100.	MIRACLE BAKE	789525
101.	MONEY SAVER	1068647
102.	MOUNTAIN FARM	1883776
103.	MOUNTAIN FARM and Design	1883778
104.	MOUNTAIN FARM and Design	1895225
105.	MOUNTAIN FARM BAKERY and Design	1389281
106.	MRS. FRESHLEY'S	1641435
107.	MRS. SMITH'S	786887
108.	MRS. SMITH'S	1276937
109.	MRS. SMITH'S and Design	1276935
110.	MRS. SMITH'S and Design	791923
111.	MRS. SMITH'S and Design	1696347
112.	NATURE'S OWN	1707062
113.	NATURE'S OWN (stylized)	1121956
114.	NATURE'S OWN and Design	1563619
115.	NEW HARVEST	1351978
116.	NEW TRADITION	1351979
117.	NUTTY BUMPERS	1190870
118.	OLD FASHIONED	1461503
119.	OREGON FARMS	1034002
120.	OREGON FARMS and Design	1359506
121.	PECAN BINGO'S	1179422
122.	PECAN TWIRLS	767652
123.	PIES IN MINUTES	1735065
124.	PIES, INC. and Design	1784321
125.	PLANTATION MANOR and Design	1346520
126.	POUR-A-QUICHE	1897641
127.	PREMIUM PAK and Design	1254661
128.	PRIZE RECIPE	1374955
129.	PURITY MAID	1245936
130.	REAL GRAIN	1184271
131.	REGAL MANOR and Design	1321116
132.	RICH GRAIN	1193446
133.	RUBEL'S DEUTSCHES SCHWARZ BROT	787254
134.	SALADS INTERNATIONAL DOUGLAS & Design	1160181
135.	SMARTSTYLE	1803860
136.	SOF-MIX	1748726
137.	SOUTHERN and Design	741380
138.	SOUTHERN and Design	1321001
139.	SPARTAN and Design	1072822
140.	SPECIAL HARVEST	1351977
141.	STARR-SPRINGS	1828442
142.	STILWELL	2113973
143.	STILWELL and Design	1079974
144.	STORCK DESIGN	289742
145.	STORCK'S	566001

146.	SUNBELT	1105726
147.	SUNBELT	1243003
148.	SWEET WISE	2071339
149.	TABLE LOAVES	2046567
150.	TABLE PRIDE	1187947
151.	TABLE PRIDE and Design	1643783
152.	TABLE PRIDE INC. and Design	1312729
153.	TAKING THE TIME TO BAKE THE BEST	2090487
154.	TASTES LIKE A BISCUIT, KIN TO MUFFIN	1803865
155.	TENDER MIX	1088857
156.	TENDERMIX and Design	1113280
157.	TESORITOS	1873367
158.	THE BEST "BREAK" COFFEE EVER HAD	744266
159.	THRIFTY HOUSE and Design	1332457
160.	TIGER BREAD and Design	1395077
161.	TIGER GRAB A TIGER BY THE TAIL and Design	1395078
162.	VALENTINE SWEET TREATS and Design	1886236
163.	VANN'S and Design	1159363
164.	WHERE CONVENIENCE MEANS QUALITY	1156543
165.	WHITEWHEAT	1716182
166.	WHITEWHEAT and Design	1747869
167.	WHITEWHEAT and Design	1736856

Schedule "B"
Pending Applications for Flowers

Trademark		
1.	ABIGAIL SWEET	75/334706
2.	BREAD BABIES	75/355115
3.	BREAD BABIES (stylized)	75/390814
4.	JUBILEE FLOWERS FAMILY RECIPE BREAKFAST CROWNS and Design	75/216752
5.	NEW YORK APPLE CINNAMON ROLL	75/358471
6.	SALLY SLICE	75/355114
7.	SALLY SLICE (stylized)	75/390815
8.	STILWELL	75/351427
9.	TEXAS CINNAMON ROLL	75/319224
10.	THE TASTE THAT TAKES YOU HOME	74/721383

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9107727

2901639 8100M

981204293

05-29-98
TRADEMARK

REEL: 1768 FRAME: 0168

PLAN AND AGREEMENT OF MERGER

AGREEMENT OF MERGER, entered into as of this 15th 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.

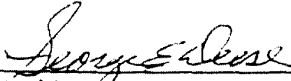
The officers of the surviving corporation shall be the same as were in existence prior to the date of the merger.

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

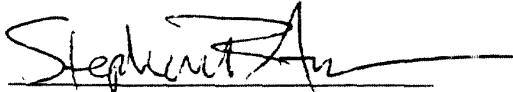
The surviving corporation may receive service of process in the State of Delaware in any proceeding for enforcement of any obligation of Flowers Bakeries Brands, Inc., a Delaware corporation, as well as for enforcement of any obligations of the surviving corporation arising from the merger, including 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

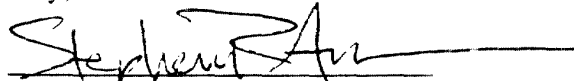
agreement of merger in the office of Secretary of State of Delaware, the merger herein provided for shall be effective.


President - George E. Deese

Attest:


Secretary - Stephen R. Avera

Witness my hand and the seal of said Flowers Bakeries Brands, Inc. on this 15th 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.

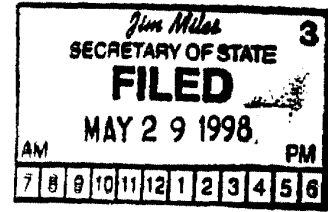
CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

MAY 29 1998


SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF MERGER
OR SHARE EXCHANGE



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:

- The name of the surviving or acquiring corporation is Flowers Bakeries Brands, Inc.
- 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).
- 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:

- 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)).
- 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:

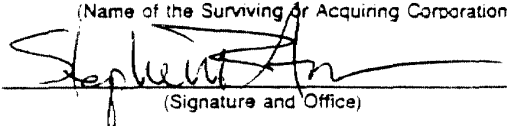
Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented the meeting	Number of Undisputed* Shares Voted	
				For	Against

*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 1/89