

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

09-04-1998



OVER SHEET U.S. DEPARTMENT OF COMMERCE
ONLY Patent and Trademark Office

Tab settings ⇨⇨⇨▽

100810412

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Stark Candy Company

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: January 1, 1996

2. Name and address of receiving party(ies)

Name: New England Confectionery Company

Internal Address: _____

Street Address: 254 Massachusetts AvenueCity: Cambridge State: MA ZIP: 02139☐ Individual(s) citizenship _____☐ Association _____☐ General Partnership _____☐ Limited Partnership _____☒ Corporation-State Massachusetts☐ Other _____If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

95,225

Additional numbers attached? ☐ Yes ☒ No

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

Name: Thomas V. Smurzynski, Esq.Internal Address: Lahive & Cockfield, LLPStreet Address: 28 State Street

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

8. Deposit account number:

12-0080

09/04/1998 DNGUYEN 00000030 95225

01 FC:401

40.00 OP

City: Boston State: MA ZIP: 02109

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.

Thomas V. Smurzynski

Name of Person Signing

Thomas V. Smurzynski

Signature

Aug 27, 1998

Date

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

6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

Examiner

3/26/1994
FEDERAL IDENTIFICATION

NO. 04-1661040

Fee: \$250.00

in 000474539

no 4308663

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Domenic M. Antonellis, *President / *Vice President,

and Lawrence J. Finn, *Clerk / *Assistant Clerk,

of (5) NEW ENGLAND CONFECTIONERY COMPANY

(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Haviland Candy, Inc.	Massachusetts	August 26, 1994
Stark Candy Company	Delaware	May 15, 1990

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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P.C.

TRADEMARK

REEL: 1776 FRAME: 0982

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See attached Continuation Page 4A

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

VOTED: That the form, terms and provisions of the Plan of Merger (the "Plan of Merger") regarding the merger of Stark Candy Company, a Delaware corporation and wholly-owned subsidiary of the Corporation ("Stark"), and Haviland Candy, Inc., a Massachusetts corporation and wholly owned subsidiary of the Corporation ("Haviland," and together with Stark, the "Subsidiaries"), with and into the Corporation

be and the same hereby are, approved and adopted in all respects.

VOTED: That the Subsidiaries be merged with and into the Corporation pursuant to, and in accordance with, Section 82 of the Massachusetts Business Corporation Law and the terms and provisions of the Plan of Merger, such merger to become effective as of January 1, 1996, and that the Corporation be the surviving corporation of such merger

VOTED: That the Corporation agree, and hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Stark, as well as for enforcement of any obligation of the Corporation as the surviving corporation arising from the merger, and that the Corporation irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept such process.

VOTED: That each of the officers of the Corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation all such further documents and to take all such further actions as such officer may approve as necessary or desirable to carry out the foregoing resolutions and the transactions contemplated thereby, such approval to be conclusively evidenced by such execution and delivery or the taking of any such further action.

Continuation Page 4A

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5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

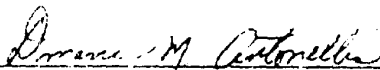
The effective date of the merger shall be January 1, 1996.

Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

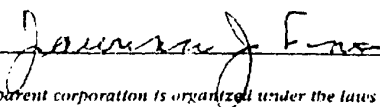
SIGNED UNDER THE PENALTIES OF PERJURY, this 18th day of December, 1995

Domenic M. Antonellis



, *President / *Vice President

Lawrence J. Finn



, *Clerk / *Assistant Clerk

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

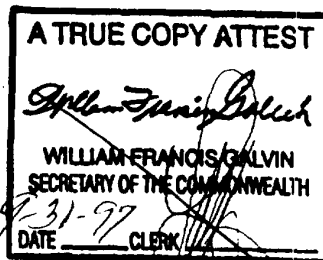
SECRETARY OF
THE COMMONWEALTH
1995 DEC 27 AM 10:13
REGISTRATION DIVISION

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250.00, having been paid, said articles are deemed to have been filed with me this 27th day of DECEMBER, 1995.

Effective date: JANUARY 1, 1996

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Matthew J. Cushing
Bingham, Dana & Gould
150 Federal Street

Boston, MA 02110

Telephone: (617) 951-8000