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11-23-98

TRADEMARK ONLY



Office

To the Honorable Commissioner of Patents

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100927342

1. Name of conveying party(ies):

11-23-1998

and address of receiving party(ies):

Hillside Coffee of California, Inc.

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

Brothers Gourmet Coffees, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership
- California

Address: 2255 Glades Road
 City: Boca Raton State: FL Zip: 33431

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

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

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) & addresses attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: May 19, 1994

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

2,093,345

Additional Numbers attached? Yes No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 633 Third Ave.

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

40E

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

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.

Patrick Boisson
Name of Person Signing

Boisson
Signature

11/23/98
Date

Total number of pages comprising cover sheet: _____

1998 JUNE 16 0000000 2093345
40.00

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CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING

HILLSIDE COFFEE OF CALIFORNIA, INC.

INTO

BROTHERS GOURMET COFFEES, INC.

* * * * *

Brothers Gourmet Coffees, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 22nd day of May, 1990, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the issued and outstanding shares of each class of stock of Hillside Coffee of California, Inc. ("Hillside"), a corporation incorporated on the 1st day of February, 1985, pursuant to the General Corporation Law of the State of California.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by its members on the 26th day of April, 1994, approved and authorized the merger of Hillside with and into this corporation:

RESOLVED, that Hillside Coffee of California, Inc. merge with and into Brothers Gourmet Coffees, Inc. which, as a result of such merger, assumes all of the liabilities and obligations of Hillside Coffee of California, Inc.;

FURTHER RESOLVED, that the merger shall be effective on and as of May 27, 1994; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Hillside Coffee of California, Inc. into this corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within

FROSS ZELNICK LEHRMAN & ZISSU, P.C.

ALLAN ZELNICK
OF COUNSEL

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11-23-1998

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Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attn: Assignment Branch

Re: Recordal of Merger against U.S.
Trademark Reg. No. 2,093,345 for
CARMEL VALLEY ROASTING CO.
From: Hillside Coffee of California, Inc.
To : Brothers Gourmet Coffees, Inc.
(Our Ref: BOY USA TA-94/2805)

"Express Mail" mailing label no. 150.030.538
Date of Deposit... 11/23/98

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513

Patrick Boisson
.....
(Printed name of person mailing paper or fee)

.....
(Signature)

Dear Sirs:

Please record the enclosed merger document against the above U.S. trademark registration.

For this purpose we enclose the following:

- 1. Copy of the Certificate of Merger
- 2. Our check in the amount of \$40.00 for filing fees
- 3. Recordation form cover sheet

Should the enclosed fee be insufficient, or should any additional fees be required in future in connection with this registration, please charge our deposit Account No. 23-0825-0576900 with any deficiency.

We look forward to receiving confirmation that the merger has been duly recorded.

Respectfully submitted,

Patrick Boisson
Patrick Boisson
Legal Assistant

/PB
Enclosure