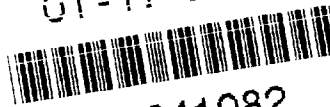


01-17-2003



102341082

Docket No.:

46407.1

Tab settings

To the Honorable Commissioner of Patents at

1. Name of conveying party(ies):

Sweetworks, Inc.

12-17-02

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Florida
☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

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

Execution Date: June 28, 2002

2. Name and address of receiving party(ies):

Name: Oak Leaf Confections of North America, Inc.

Internal Address: 440 Comstock Road

Street Address: CANADA M1L 2H6

City: Scarborough, Ontario State: XXXXXX ZIP: XXXXXX

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

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ N

(Designations must be a separate document from Additional name(s) & address(es) ☒ Yes ☐ N

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

A. Trademark Application No.(s)

76/312,361 76/385,952 76/385,953

B. Trademark Registration No.(s)

Additional numbers ☐ Yes ☒ No

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

Name: Thomas L. Kautz

Internal Address: Holland & Knight LLP

Street Address: One East Broward Boulevard

Suite 1300

City: Fort Lauderdale State: FL ZIP: 33301

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ \$90.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

08-2625 (credit or deficiency only)

01/16/2003 GTOW11 00000167 76312361

DO NOT USE THIS SPACE

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02 FC:0522

40.00 DP
50.00 DP

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 L. Kautz, Reg. No. 28,726

Name of Person Signing

Thomas L. Kautz

Signature

13 December 2002

Date

5

Total number of pages including cover sheet, attachments, and

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

I hereby certify that this paper or fee is being deposited with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington VA 22202-3513.

Lillian Pillitteri December 13, 2002
Lillian Pillitteri Date

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington VA 22202-3513

Sir:

Designation of Domestic Representative

Oak Leaf Confections of North America, Inc., a corporation organized under the laws of Delaware, and having a place of business at 440 Comstock Road, Scarborough, Ontario, CANADA M1L 2H6, hereby designates Thomas L. Kautz, whose postal address is One East Broward Boulevard, Suite 1300, Fort Lauderdale, Florida 33301, in care of Holland & Knight LLP, as designated domestic representative in connection with trademark matters before the U.S. Patent and Trademark Office in connection with the following marks:

Appln. No.	Applicant	Filing Date	Mark
76/312,361	Sweetworks, Inc.	09/14/2001	SWEETWORKS
76/385,952	Sweetworks, Inc.	03/21/2002	QBITS
76/385,953	Sweetworks, Inc.	03/21/2002	GOOFWAD

Oak Leaf Confections of North America, Inc.

By: [Signature]
Name: HENRY M. WHETSTONE, JR
Title: CHIEF OPERATING OFFICER

Delaware

PAGE 1

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:

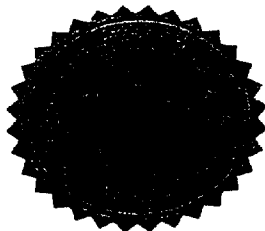
"NIAGARA CHOCOLATES, INC.", A NEW YORK CORPORATION,

"SWEETWORKS, INC.", A FLORIDA CORPORATION,

"WHETSTONE CANDY COMPANY, INC.", A FLORIDA CORPORATION,

WITH AND INTO "OAK LEAF CONFECTIONS OF NORTH AMERICA, INC." UNDER THE NAME OF "SWEETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2853113 8100M

020425548

AUTHENTICATION: 1862739

DATE: 07-01-02

TRADEMARK
REEL: 002651 FRAME: 0568

CERTIFICATE OF MERGER

OF

**OAK LEAF CONFECTIONS OF NORTH AMERICA, INC.,
NIAGARA CHOCOLATES, INC.,
WHETSTONE CANDY COMPANY, INC.
and
SWEETWORKS, INC.**

Pursuant to the General Corporation Law of the State of Delaware, OAK LEAF CONFECTIONS OF NORTH AMERICA, INC., a Delaware corporation having an address in care 440 Comstock Road, Scarborough, Ontario, CANADA M1L 2H6 ("Oak Leaf"), NIAGARA CHOCOLATES, INC., a New York corporation having an office at 3500 Genesee Street, Cheektowaga, New York 14225 ("Niagara"), WHETSTONE CANDY COMPANY, INC., a Florida corporation having an office at 2 Coke Road, St. Augustine, Florida 32086 ("Whetstone"), SWEETWORKS, INC., a Florida corporation also having an office at 2 Coke Road, St. Augustine, Florida 32086 ("SW Florida") (Niagara, Whetstone and SW Florida are jointly referred to herein as the "Merging Corporations") hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - A. The Surviving Corporation was incorporated in the State of Delaware on January 29, 1998 with the filing of the certificate of incorporation with the Delaware Secretary of State;
 - B. Niagara was incorporated in the State of New York on November 23, 1982 under the name Niagara Candy, Inc. with the name of the corporation changed to its current name pursuant to a certificate of amendment of its certificate of incorporation filed on May 7, 1996 with the New York State Department of State;
 - C. Whetstone was incorporated in the State of Florida on July 14, 1983 under the name Inter-Continental Chocolates, Inc. with the name of the corporation changed to its current name pursuant to an amendment to its articles of incorporation filed on June 30, 1988 with the Florida Department of State;

D. SW Florida was incorporated in the State of Florida on November 2, 2000.

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Subsection 252(c) of the General Corporation Law of the State of Delaware.

3. Oak Leaf is the surviving corporation. The certificate of incorporation of Oak Leaf shall be the certificate of incorporation of the surviving corporation. Paragraph "FIRST" of the certificate of incorporation of the surviving corporation is hereby amended in its entirety to read as follows:

"FIRST. The name of this corporation shall be:

SweetWorks, Inc. "

4. The executed agreement of merger of the constituent corporations is on file at the office of the surviving corporation located at the following address: 2 Coke Road, St. Augustine, Florida 32086.

5. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The surviving corporation is to be a corporation of the State of Delaware. The authorized capital stock of the surviving corporation shall continue to be 1,500 shares of common stock without par value. The authorized capital stock of each of the constituent corporations which is not a corporation of this state is as follows:


A. Niagara is authorized to issue 10,000 shares of common stock without par value of which 2,000 are voting shares and with the remaining 8,000 being non-voting shares;

B. Whetstone is authorized to issue 1,000 shares of common Stock with a par value of \$1.00 per share; and

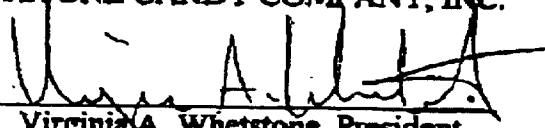
C. SW Florida is authorized to issue one hundred shares of common stock at a par value per share of \$5.00 per share.

IN WITNESS WHEREOF, the undersigned have executed this certificate and affirms this instrument is the act and deed of the corporation as of the 29 day of JUNE, 2002.

NIAGARA CHOCOLATES, INC.

By: 
Philip J. Terranova, President


WHETSTONE CANDY COMPANY, INC.

By: 
Virginia A. Whetstone, President

SWEETWORKS, INC.

By: 
Henry M. Whetstone, Jr., President

OAK LEAF CONFECTIONS OF NORTH AMERICA, INC.

By: 
Philip J. Terranova, President