

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZOUP! OLD CO.		03/09/2001	CORPORATION: MICHIGAN

RECEIVING PARTY DATA	
Name:	ZOUP! FRESH SOUP COMPANY, L.L.C.
Street Address:	23231 Woodward Avenue
City:	Ferndale
State/Country:	MICHIGAN
Postal Code:	48220
Entity Type:	Limited Liability Company: MICHIGAN

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2797972	ZOUP!

CORRESPONDENCE DATA	
Fax Number:	(248)358-3351
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(248) 358-4400
Email:	cbaunoch@brookskushman.com
Correspondent Name:	Robyn S. Lederman
Address Line 1:	1000 Town Center, 22nd Floor
Address Line 4:	Southfield, MICHIGAN 48075-1238

ATTORNEY DOCKET NUMBER:	ZOUP 0102 TUS
NAME OF SUBMITTER:	Robyn S. Lederman

Total Attachments: 4
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CH \$40.00 2797972

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

ZOUP! OLD CO.

ID NUMBER: 501514

received by facsimile transmission on March 14, 2001 is hereby endorsed

Filed on March 14, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of March, 2001.



Andrew L. Mitchell

, Director

Bureau of Commercial Services

C&S 550m (Rev. 10/00)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES																						
Date Received	(FOR BUREAU USE ONLY)																					
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.																					
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">Robert B. Nathan, Esq.</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3">29100 Northwestern Hwy., Suite 260</td> </tr> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip Code</td> </tr> <tr> <td>Southfield</td> <td>Michigan</td> <td>48034</td> </tr> </table>	Name			Robert B. Nathan, Esq.			Address			29100 Northwestern Hwy., Suite 260			City	State	Zip Code	Southfield	Michigan	48034	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>EFFECTIVE DATE:</td> </tr> <tr> <td>Expiration date for new assumed names: December 31,</td> </tr> <tr> <td>Expiration date for transferred assume names appear in item 7</td> </tr> </table>	EFFECTIVE DATE:	Expiration date for new assumed names: December 31,	Expiration date for transferred assume names appear in item 7
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Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Zoupl Old Co.

501-514

Zoupl Fresh Soup Company, L.L.C.

B87648

b. The name of the surviving (new) entity and its identification number is:

Zoupl Fresh Soup Company, L.L.C.

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

1900 E. Nine Mile Road, Ferndale, Michigan 48220

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, _____.

3. Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Zoupl Old Co.	15,000	All	n/a

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: The shares in the Merging Company shall be collapsed into the membership interests in the Acquiring Company by virtue of the merger.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator) (Type or Print) (Signature of Incorporator) (Type or Print)

(Signature of Incorporator) (Type or Print) (Signature of Incorporator) (Type or Print)

b) The plan of merger was approved by: [] the Board of Directors of _____ the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

[X] the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Zoupl Old Co.

By [Signature] (Signature of authorized Officer or Agent)

Eric Ersher, President (Type or print name)

Zoupl Old Co. (Name of Corporation)

By _____ (Signature of authorized Officer or Agent)

(Type or print name)

(Name of Corporation)

4. Complete for any Limited Liability Companies only

Check one of the following:

- There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

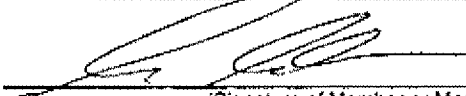
The manner and basis of converting the membership interests are as follows:
The shares of stock in the Merging Company shall, by virtue of the Merger, be collapsed into the membership interests of the Acquiring Company.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 9th day of March, 2001

By 
(Signature of Member or Manager)

Eric Eric Ersher, Member
(Type or Print Name)

Zoupl Fresh Soup Company, L.L.C.
(Name of Limited Liability Company)

Signed this _____ day of _____, _____

By _____
(Signature of Member or Manager)

(Type or Print Name)

(Name of Limited Liability Company)