

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Johnny Devil, Inc.		10/28/2003	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	SWEET PEA LIMITED, INC.		
Street Address:	5300 NORTHWEST 37th AVENUE		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33142		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1857759	JOHNNY HEAVEN	
Registration Number:	2516946	DREAM IN PINK	
Registration Number:	2619777	SWEET BEANS	
CORRESPONDENCE DATA			
Fax Number:	(973)359-8642		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9733598664		
Email:	JeffreySMorrison@yahoo.com		
Correspondent Name:	Jeffrey S. Morrison, Esq.		
Address Line 1:	P.O. Box 1631		
Address Line 4:	Morristown, NEW JERSEY 07962		
NAME OF SUBMITTER:	Jeffrey S. Morrison, Esq.		
Signature:	/Jeffrey S. Morrison/		
Date:	02/09/2005		

OP \$90.00 1857759

Total Attachments: 2
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EXHIBIT "A" TO ARTICLES OF MERGER
PLAN OF MERGER OF
JOHNNY DEVIL, INC. d/b/a/ JOHNNY HEAVEN
INTO
3 BEANS, INC.

FILED
OCT 28 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following PLANE OF MERGER is submitted in compliance with section 607.1101, F.S.

1. This PLAN OF MERGER was approved on 1st October 2003 by (i) JOHNNY DEVIL, Inc. d/b/a/ as JOHNNY HEAVEN (herein after referred to as "JOHNNY DEVIL" or the "terminating corporation"), a business corporation of the State of Florida, and by its shareholders on the said date, and (ii) 3 BEANS, INC. (hereinafter referred to as "3 BEANS" or the "surviving corporation"), a business corporation of the State of Florida, and by its shareholders on the said date.

2. The participating corporations, JOHNNY DEVIL and 3 BEANS, shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, 3 BEANS, which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist as said surviving corporation under the name of "SWEET PEA, INC." pursuant to the provisions of the Florida Business Corporation Act. The separate existence of JOHNNY DEVIL shall cease upon said effective date, in accordance with the provisions of said Florida Business Corporation Act.

3. The articles of incorporation of the surviving corporation as now in force and effect shall continue to be the articles of incorporation of said surviving corporation except that art. 1, relating to the name of the corporation are hereby amended and changed so as to read as follows upon the effective date of the merger:

"The name of the company shall be SWEET PEA, INC."

and said articles of incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger shall continue to be the bylaws of said surviving corporation and continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until

the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into share[s] of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and approved shall be submitted to the ~~shareholders entitled to vote of the terminating corporation and of the surviving corporation for~~ their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. In the event that the Plan of Merger shall have been approved by the ~~shareholders entitled to vote of the terminating corporation and of the surviving corporation in~~ the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and ~~filed and/or recorded any document or documents prescribed by the laws of the State of Florida,~~ and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The surviving corporation shall assume the assets and liabilities of the terminating corporation.

11. The effective date of the merger herein provided for shall be the date on which the Articles of Merger are filed with the Florida Department of State.

JOHNNY DEVIL, INC.


by: Mario Frati
title: President

3 BEANS, INC.


by: Stacy M. Gabor
title: President