

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2000		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
James P. Linette, Inc.		09/27/2000	CORPORATION:
RECEIVING PARTY DATA			
Name:	Nutcracker Brands, Inc.		
Street Address:	1201 Peachtree Street, N.E.		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30383		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1593257	LINETTE	
CORRESPONDENCE DATA			
Fax Number:	(314)259-2020		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(314) 259-2000		
Email:	rwizorek@bryancave.com		
Correspondent Name:	Roxana Wizorek		
Address Line 1:	211 North Broadway		
Address Line 2:	Suite 3600		
Address Line 4:	St. Louis, MISSOURI 63102-2750		
NAME OF SUBMITTER:	Roxana Wizorek		
Signature:	/rwizorek/		
Date:	03/24/2005		

CH 1593257 \$40.00

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REEL: 003052 FRAME: 0462

Total Attachments: 3

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# Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002730905  
CONTROL NUMBER: J610132  
EFFECTIVE DATE: 09/30/2000  
REFERENCE : 0091  
PRINT DATE : 09/29/2000  
FORM NUMBER : 411

CT CORPORATION SYSTEM  
PATTIE HARDY  
1201 PEACHTREE STREET, NE  
ATLANTA GA 30361

## CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.


Surviving Entity:

NUTCRACKER BRANDS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

JAMES P. LINETTE, INC., A PENNSYLVANIA CORPORATION



  
CATHY COX  
SECRETARY OF STATE

**ARTICLES OF MERGER  
OF  
JAMES P. LINETTE, INC.  
INTO  
NUTCRACKER BRANDS, INC.**

Pursuant to the provisions of the Georgia Business Corporation Code, James P. Linette, Inc., a Pennsylvania corporation ("Linette") and Nutcracker Brands, Inc., a Georgia corporation ("Survivor") adopt the following Articles of Merger ("Articles"). Linette and Survivor are sometimes together referred to in these Articles as the "Constituent Corporations."

1. **Plan of Merger** – Effective September 30, 2000 (the "Effective Date"), Linette shall be merged with and into Survivor and the separate existence of Linette shall cease, with the effect that Survivor shall thereupon and thereafter possess and be vested with all the rights, privileges, immunities, franchises, causes of action and property, and be responsible and liable for all the liabilities and obligations, of each of the Constituent Corporations. On the Effective Date of the merger, all the outstanding stock of Linette shall be cancelled and the outstanding stock of the Constituent Corporations shall consist solely of the outstanding stock of Survivor. From and after the Effective Date, the Articles of Incorporation and Bylaws of the Survivor shall remain the Articles of Incorporation and Bylaws of Linette. This plan of merger may be rescinded at any time prior to the Effective Date by direction of a majority of the board of either corporation.
2. **Shareholder Approval** – Approval by the shareholder of Survivor on the Agreement and Plan of Merger was not required as provided by §14-2-1103 and §14-2-1002 of the laws of the State of Georgia. RH Financial Corporation, the sole shareholder of James P. Linette, Inc., has duly approved the Agreement and Plan of Merger by unanimous written consent as provided by law.
3. **Board Approval** – The Board of Directors of each Constituent Corporation has approved the Agreement and Plan of Merger.
4. **Publication Certification** – Survivor certifies that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by law.

**NUTCRACKER BRANDS, INC.,**  
a Georgia corporation

By: W. E. Taylor  
W. E. Taylor  
Vice President

Dated: September 27, 2000

a:Mergerdocs.doc

**JAMES P. LINETTE, INC.,**  
a Pennsylvania corporation

By: W. E. Taylor  
W. E. Taylor  
Vice President

Dated: September 27, 2000

SECRETARY OF STATE  
00 SEP 29 AM 11:44  
CORPORATIONS DIVISION

## **NOTICE OF MERGER**

Dear Sirs:


You are requested to publish twice a notice in the following form:

Notice is given that Articles of Merger which will effect a merger by and between James P. Linette, Inc., a Pennsylvania corporation, and Nutcracker Brands, Inc., a Georgia corporation, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is Nutcracker Brands, Inc., a corporation incorporated in the State of Georgia. The registered office of such corporation will be located at 1201 Peachtree St., N.E., Atlanta, GA 30383 and its registered agent at such address is C T Corporation System.

Enclosed is a check in the amount of \$40.00 in payment of the cost of publishing this notice.

Sincerely,

**NUTCRACKER BRANDS, INC.**

By:   
R. W. Lockwood  
Secretary