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PAGE 004/006

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02/22/2005  
700156248Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**Nutcracker Brands, Inc.;  
Southern Roasted Nuts of Georgia, Inc.

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

Citizenship (see guidelines)

Execution Date(s) 9/30/1999Additional names of conveying parties attached? ☐ Yes ☐ No**3. Nature of conveyance:**

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

**2. Name and address of receiving party(ies)**Additional names, addresses, or citizenship attached? ☐ Yes  
☒ NoName: Nutcracker Brands, Inc.

Internal

Address:

Street Address: 151 Glenn Bass RoadCity: FitzgeraldState: GACountry: US Zip: 31750

- ☐ Association Citizenship  
☐ General Partnership Citizenship  
☐ Limited Partnership Citizenship  
☒ Corporation Citizenship  
☐ Other Citizenship

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)**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

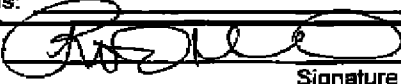
B. Trademark Registration No.(s)

1,320,971; 1,476,100Additional sheet(s) attached? ☐ Yes ☒ No**C. Identification or Description of Trademark(s) (and Filing Date If Application or Registration Number is unknown):**SOUTHERN ROASTED NUTS; SOUTHERN ROASTED NUTS and Design**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: Roxana WizorekInternal Address: Suite 3600Bryan Cave LLPStreet Address: 211 N. BroadwayCity: St. LouisState: MO Zip: 63102-2750Phone Number: (314) 259-2000Fax Number: (314) 259-2020

Email Address:

**6. Total number of applications and registrations involved:**2**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00**

- ☐ Authorized to be charged by credit card  
☒ Authorized to be charged to deposit account  
☐ Enclosed

**8. Payment Information:**a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_b. Deposit Account Number 02-4467Authorized User Name Bryan Cave LLP**9. Signature**

Signature

Roxana Wizorek

Name of Person Signing

2/22/2005  
DateTotal number of pages including cover sheet, attachments, and document: 3Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$65.00 024467 1320971

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PAGE 005/006

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : K92720925  
CONTROL NUMBER: J610132  
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PRINT DATE : 09/29/1999  
FORM NUMBER : 412

C T CORPORATION SYSTEM  
PATTIE HARDY  
1201 PEACHTREE ST.  
ATLANTA, GA 30361

**CERTIFICATE OF MERGER AND NAME CHANGE**

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:**

**SOUTHERN ROASTED NUTS OF GEORGIA, INC.,** a Georgia corporation

**Changing its name to:**

**NUTCRACKER BRANDS, INC.**

**Nonsurviving Entity/Entities:**

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



Cathy Cox  
Secretary of State

**ARTICLES OF MERGER  
OF  
NUTCRACKER BRANDS, INC.  
INTO**

**SOUTHERN ROASTED NUTS OF GEORGIA, INC.**

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

1. **Plan of Merger** - Effective September 30, 1999 (the "Effective Date"), Nutcracker shall be merged with and into Survivor and the separate existence of Nutcracker 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 Nutcracker 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 Nutcracker except that the name of Survivor shall be changed to Nutcracker Brands, Inc. 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 Nutcracker Brands, 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.

**SOUTHERN ROASTED NUTS OF  
GEORGIA, INC.**, a Georgia corporation

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

By: W. E. Taylor

W. E. Taylor  
Vice President

Dated: September 28, 1999

a:Mergerdocs.doc

By: W. E. Taylor

W. E. Taylor  
Vice President

Dated: September 28, 1999

SECRETARY OF STATE