

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Uncle Wally's Inc.		06/28/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	UWIA Corporation
Street Address:	41 Natcon Drive
City:	Shirley
State/Country:	NEW YORK
Postal Code:	11967
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2941992	AMAZING MINI MUFFINS
Serial Number:	78313460	TAKE A CAKE
Serial Number:	78236077	AMAZING MORNING MUFFIN
Serial Number:	78301336	UNCLE WALLY'S
Serial Number:	78385226	PARTY MUFFINS
Registration Number:	2444402	MEALTIME BREDETTA
Registration Number:	2435958	MIGHTY MAX
Registration Number:	2402874	UNCLE WALLY'S
Registration Number:	2346117	MEALTIME VEGGIE MUFFINS

CORRESPONDENCE DATA

Fax Number: (516)228-4975
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5162288484

CH \$240.00 2941992

Email: wgreenseich@dilworthbarrese.com
Correspondent Name: Wendy A. Greenseich
Address Line 1: 333 Earle Ovington Boulevard
Address Line 2: Dilworth & Barrese, LLP
Address Line 4: Uniondale, NEW YORK 11553

NAME OF SUBMITTER:	Wendy A. Greenseich
Signature:	/wag/
Date:	05/03/2005

Total Attachments: 2
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CERTIFICATE OF MERGER

OF

UNCLE WALLY'S, INC. INTO UWIA CORP.

Under Section 905 of the Business Corporation Law

CSC 45

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on February 16, 1995, is Uncle Wally's, Inc. The name under which Uncle Wally's, Inc. was formed is The Uncle NoName' Cookie Company, Inc.

THIRD: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 17, 2004 is UWIA Corp.

FOURTH: The designation of each class of shares of Uncle Wally's, Inc. is as follows: Class A Common Shares, \$.01 par value per share, and Class B Common Shares, \$.01 par value per share.

There are outstanding 1,129,494 Class A Common Shares, \$.01 par value per share.

There are outstanding 187,011 Class B Common Shares, \$.01 par value.

Of the above, UWIA Corp. owns 1,099,318 shares of Uncle Wally's, Inc. Class A Common Shares, \$.01 par value per share, or 97% of outstanding Uncle Wally's, Inc. Class A Common Shares, \$.01 par value.

Of the above, UWIA Corp. owns 187,011 shares of Uncle Wally's, Inc. Class B

Common Shares, \$.01 par value per share, or 100.00% of outstanding Uncle Wally's, Inc. Class B
Common Shares, \$.01 par value.

FIFTH: A copy of the plan of merger has been given by mail on May 26, 2004, to the holders of all of those shares of the subsidiary corporation which are not owned by the surviving corporation, said date being a date which is at least 30 days before this certificate of merger is to be delivered for filing by the Department of State.

SIXTH: A copy of the plan of merger has been given by mail on May 26, 2004, to the holders of all of those shares of the subsidiary corporation which are not owned by the surviving corporation, said date being a date which is at least 30 days before this certificate of merger is to be delivered for filing by the Department of State.

Signed on June 28, 2004

Louis Avignone

Louis Avignone, President of UWIA Corp.

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