

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/03/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rita's Properties, Inc.		05/03/2005	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Ice Acquisition, LLC
Street Address:	249 North Craig Street
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15213-1507
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	78575667	BE COOL. EAT A RITA'S.
Serial Number:	76585540	SWIRLATI
Serial Number:	76585541	RITA'S SQUEEZERS
Registration Number:	2892411	PHILLY ICES BY RITA'S
Registration Number:	2666458	RITA'S ICES CONES SHAKES AND OTHER COOL STUFF
Registration Number:	2614810	RITA'S
Registration Number:	2260069	MISTO
Registration Number:	2377177	
Registration Number:	2865334	YOU'LL NEVER EAT ICE CREAM AGAIN
Registration Number:	2384763	RITA'S EXPRESS
Registration Number:	1946522	BE COOL. EAT A RITA'S.
Registration Number:	1856885	RITA'S REAL ITALIAN ICES
Registration Number:	1851607	RITA'S OLD FASHIONED CUSTARD

CH \$365.00 78575667

Registration Number: 1853742 RITA'S REAL ITALIAN WATER ICE

CORRESPONDENCE DATA

Fax Number: (202)585-8080
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 585-8000
Email: dmay@nixonpeabody.com
Correspondent Name: David L. May, Esq.
Address Line 1: 401 9th Street, N.W.
Address Line 2: Suite 900
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004-2128

NAME OF SUBMITTER:	David L. May, Esq.
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Signature:	/david l. may/
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Date:	06/28/2005
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Total Attachments: 4
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source=Rita's Merger Doc#page4.tif

Delaware

PAGE 1

The First State

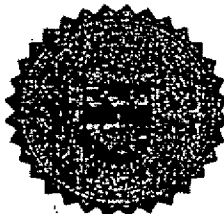
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RITA'S DEVELOPMENT CORP.", A PENNSYLVANIA CORPORATION,
"RITA'S EXPRESS, INC.", A PENNSYLVANIA CORPORATION,
"RITA'S OPERATIONS, INC.", A PENNSYLVANIA CORPORATION,
"RITA'S PROPERTIES, INC.", A PENNSYLVANIA CORPORATION,
"RITA'S WATER ICE FRANCHISE CORPORATION", A PENNSYLVANIA CORPORATION,

WITH AND INTO "ICE ACQUISITION, LLC" UNDER THE NAME OF "RITA'S WATER ICE FRANCHISE COMPANY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF MAY, A.D. 2005, AT 4:37 O'CLOCK P.M.

3955926 8100M

050358903



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3854307

DATE: 05-03-05

TRADEMARK

REEL: 003112 FRAME: 0262

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 05/03/2005
FILED 04:37 PM 05/03/2005
SRV 050358903 - 3955926 FILE

CERTIFICATE OF MERGER

OF

Rita's Water Ice Franchise Corporation, a Pennsylvania corporation ("RWIFC"), Rita's Development Corp., a Pennsylvania corporation, Rita's Express, Inc., a Pennsylvania corporation, Rita's Properties, Inc., a Pennsylvania corporation, Rita's Operations, Inc., a Pennsylvania corporation (d/k/a Rita's Water Ice, Inc.) (each of RWIFC, Rita's Development Corp., Rita's Express, Inc., Rita's Properties, Inc., and Rita's Operations, Inc., a "Company" and, collectively, the "Companies")

AND

Ice Acquisition, LLC (the "Buyer")
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Ice Acquisition, LLC, a Delaware limited liability company.
2. The name of the corporations being merged into this surviving limited liability company are Rita's Water Ice Franchise Corporation, Rita's Development Corp., Rita's Express, Inc., Rita's Properties, Inc. and Rita's Operations, Inc.. The jurisdiction in which each of these corporations was formed is Pennsylvania.
3. The Agreement of Merger has been approved and executed by each Company and limited liability company.
4. The executed Agreement of Merger is on file at 249 North Craig Street, Pittsburgh PA 15213-1507, Dauphin county, the principal place of business of the surviving limited liability company.
5. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge.
6. The name of the Buyer shall be changed to the following:
Rita's Water Ice Franchise Company LLC
7. The certificate of formation and operating agreement of Ice Acquisition, LLC, as in effect immediately prior to the Effective Time, shall be the certificate of formation and by-laws of the surviving limited liability company.

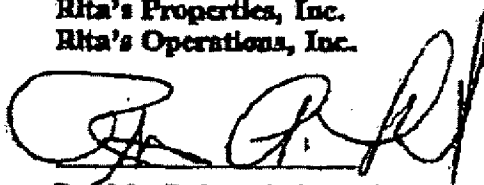
8. The officers and directors of Ice Acquisition, LLC immediately prior to the Effective Time shall be the officers and directors of the surviving LLC and will hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the operating agreement of the Buyer, or as otherwise provided by law.

9. From time to time, as and when required by the Buyer or by its successors and assigns, there shall be executed and delivered on behalf of each of the Companies such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Buyer the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of each of the Companies and otherwise to carry out the purposes of the Merger, and the officers of the Buyer are fully authorized in the name and on behalf of each of the Companies or otherwise to take any and all such action to execute and deliver any and all such deeds and other instruments.

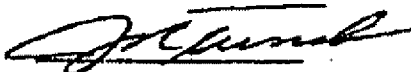
(SIGNATURE PAGES TO FOLLOW)

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, as of this 3rd day of May, 2005 A.D.

Rita's Water Ice Franchise Corp.
Rita's Development Corp.
Rita's Express, Inc.
Rita's Properties, Inc.
Rita's Operations, Inc.




By: Mr. Robert A. Tumolo,
Chairman of the Board, Chief Executive Officer
of RWIPC, President of the other Companies,
and Co-Shareholder



By: Mr. John A. Tumolo,
Officer, Board Member and Co-Shareholder

Ice Acquisition, LLC



By: James Randolph
Title: Member