

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cascade Cookie Company, Inc.		09/24/2003	CORPORATION: DELAWARE
Sugar Kake Cookie Company, Inc.		09/24/2003	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Cascade Cookie Company, Inc.
Street Address:	7049 S. 234th Street
City:	Kent
State/Country:	WASHINGTON
Postal Code:	98032
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1920032	CASCADE COOKIE

CORRESPONDENCE DATA

Fax Number: (314)259-2020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 314-259-2000
 Email: lindsay.cohen@bryancave.com
 Correspondent Name: Lindsay E. Cohen
 Address Line 1: One Metropolitan Square, 211 N. Broadway
 Address Line 2: Ste 3600
 Address Line 4: St. Louis, MISSOURI 63102

ATTORNEY DOCKET NUMBER:	01123477
NAME OF SUBMITTER:	Lindsay E. Cohen, Esq.

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Signature:	/lec/
Date:	01/26/2006
Total Attachments: 5 source=Sugar Kake Merger#page1.tif source=Sugar Kake Merger#page2.tif source=Sugar Kake Merger#page3.tif source=Sugar Kake Merger#page4.tif source=Sugar Kake Merger#page5.tif	

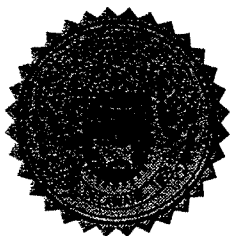
Delaware

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 AGREEMENT OF MERGER OF "CASCADE COOKIE COMPANY, INC.", CHANGING ITS NAME FROM "CASCADE COOKIE COMPANY, INC." TO "SUGAR KAKE COOKIE INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2003, AT 2:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2682175

DATE: 10-09-03

TRADEMARK

REEL: 003234 FRAME: 0877

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 24th day of September, 2003, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Cascade Cookie Company, Inc., a Delaware corporation and Sugar Kake Cookie Inc., a New York corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Cascade Cookie Company, Inc., hereby merges into itself Sugar Kake Cookie Inc. and said Sugar Kake Cookie Inc., shall be and hereby is merged into Cascade Cookie Company, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Cascade Cookie Company, Inc. is amended as follows:

FIRST: The name of the corporation is Sugar Kake Cookie Inc.

THIRD: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Sugar Kake Cookie Inc.	Common	990	No Par Value

FOURTH: The terms and conditions of the merger are as follows:

1. The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:32 PM 09/25/2003
 FILED 02:13 PM 09/25/2003
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2. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

3. This merger shall become effective on October 1, 2003.

4. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Vice President of each party hereto as the respective act, deed and agreement of said corporations on this 24th day of September, 2003.

CASCADE COOKIE COMPANY, INC.

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

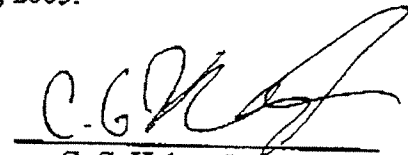
SUGAR KAKE COOKIE INC.

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

ASSISTANT SECRETARY CERTIFICATE

I, C. G. Huber, Jr., Assistant Secretary of Cascade Cookie Company, Inc., a corporation organized and existing under the laws of the state of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Sugar Kake Cookie Inc., a corporation of the State of New York, was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholders holding all the shares of the capital stock of the corporation, same being 100% percentum of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Cascade Cookie Company, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 24th day of September, 2003.



C. G. Huber, Jr.
Assistant Secretary