

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/07/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spirit Brands, Inc.		02/07/2006	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Spirit Brands, LP
Street Address:	3809 Pipestone Road
City:	Dallas
State/Country:	TEXAS
Postal Code:	75212
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	0588761	SPIR-IT
Registration Number:	0719237	STIRSTIC
Registration Number:	0442847	SPREDETTE
Registration Number:	0355235	GLASSIP
Registration Number:	1011558	CLASSY GLASSYS

CORRESPONDENCE DATA

Fax Number: (312)863-7806
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-863-7198
 Email: nancy.brougher@goldbergkohn.com
 Correspondent Name: Nancy Brougher c/o Goldberg Kohn
 Address Line 1: 55 East Monroe Street
 Address Line 2: Suite 3700

OP \$140.00 0588761

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 5807.009

NAME OF SUBMITTER: Nancy Brougher

Signature: /njb/

Date: 02/14/2006

Total Attachments: 2
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Delaware

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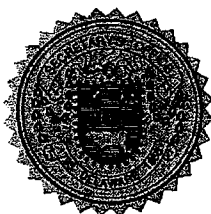
The First State

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:

"SPIRIT BRANDS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "SPIRIT BRANDS, LP" UNDER THE NAME OF "SPIRIT BRANDS, LP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 4:56 O'CLOCK P.M.

4095228 8100M

060117381



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4508308

DATE: 02-08-06

TRADEMARK
REEL: 003246 FRAME: 0660

CERTIFICATE OF MERGER
OF
SPIRIT BRANDS, INC.
(a Massachusetts corporation)
WITH AND INTO
SPIRIT BRANDS, LP
(a Delaware limited partnership)

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act, it is hereby certified that:

1. The name of the surviving Limited Partnership is Spirit Brands, LP, a Delaware Limited Partnership.
2. The name of the Corporation being merged into the Limited Partnership is Spirit Brands, Inc.
3. The jurisdiction in which this Corporation was formed is Massachusetts.
4. An Agreement and Plan of Merger has been approved and executed by each of the business entities which is to merge.
5. The name of the surviving Limited Partnership is Spirit Brands, LP.
6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving Limited Partnership at 3809 Pipestone Road, Dallas, Texas 75212.
7. A copy of the Agreement and Plan of Merger will be furnished by the surviving Limited Partnership on request, without cost, to any partner of the domestic Limited Partnership or any stockholder or other persons holding an interest in the non-surviving foreign Corporations

Dated: January 18, 2006

SPIRIT BRANDS, LP

**By: Spirit Brands General Partner Corp., as
sole general partner**

By: 

David I. Choe
Vice President, Assistant Secretary
and Assistant Treasurer

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