

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Switzer Candy Company		10/17/2006	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Switzer Candy Company
Street Address:	27 North Gore Avenue
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63119
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1393452	SWITZER
Serial Number:	78864422	SWITZER'S

CORRESPONDENCE DATA

Fax Number: (314)436-8400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (314) 231-2800
 Email: jbg@stolarlaw.com
 Correspondent Name: John B. Greenberg
 Address Line 1: 911 Washington Avenue
 Address Line 2: 7th Floor
 Address Line 4: St. Louis, MISSOURI 63101

NAME OF SUBMITTER:	John B. Greenberg, Attorney
Signature:	/johnbgreenberg/

OP \$65.00 1393452

Date:

10/30/2006

Total Attachments: 9

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STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

SWITZER CANDY COMPANY OF GEORGIA – F00573805

INTO:

Switzer Candy Company – 00533011

Organized and existing under laws of Missouri and Gerogia have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

Switzer Candy Company – 00533011

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
17th day of October, 2006.


Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Summary Articles of Merger

(Section 351.430, RSMo)
(Submit with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent corporations are:

Switzer Candy Company of Missouri
Name of Corporation Parent State
Switzer Candy Company (using in Missouri the name of Georgia
Name of Corporation Parent State
Switzer Candy Company of Georgia)

2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.;

3. The name of the surviving corporation is Switzer Candy Company of Missouri ;
Name of Corporation Parent State

4. Check one of the following:

The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)

There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

5. The executed plan of merger is on file at the principal place of business of the surviving corporation at

27 N. Gore Ave., St. Louis, Missouri 63119
street, city, state and zip

6. A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

Date may not be more than 90 days after the filing date in this office

To be completed only if surviving corporation is a foreign corporation.

8. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is _____

Name and address to return filed document:

Name: Thomas E. Lowther
Address: 911 Washington Avenue
City, State, and Zip Code: St. Louis, Missouri 63101

State of Missouri
Merger - General Business - Domestic 3 Page(s)



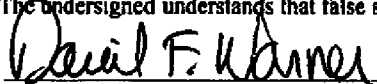
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c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Daniel F. Warner	Secretary	10/12/06
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

_____	_____	_____	_____
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

_____	_____	_____	_____
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

ARTICLES OF MERGER

Merging

Switzer Candy Company

A Georgia corporation

(herein called the "Merging Corporation")

into

Switzer Candy Company

A Missouri corporation

(herein called the "Surviving Corporation")

WITNESSETH: That

WHEREAS, the respective Boards of Directors of each of the above-named corporations deem it advisable for the future welfare and advantage of said corporations and their respective stockholders that the Merging Corporation be merged into the Surviving Corporation pursuant to the Georgia Business Corporation Law and The General and Business Corporation Law of Missouri and the Plan and Agreement of Merger hereinafter mentioned and, accordingly, have approved and adopted said Plan and Agreement of Merger; and

WHEREAS, the shareholders of each of the parties hereto have approved and adopted the Plan and Agreement of Merger;

NOW, THEREFORE, the parties hereto execute Articles of Merger as follows:

ARTICLE ONE

The Plan and Agreement of Merger attached hereto as Appendix I (the "Plan") is incorporated herein by this reference.

State of Missouri
Merger - General Business - Domestic 6 Page(s)

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ARTICLE TWO

The Plan was unanimously approved by the respective Boards of Directors of the Merging Corporation and of the Surviving Corporation by unanimous written consent in lieu of meetings thereof.

ARTICLE THREE

(a) The Plan was approved by the shareholders of the Surviving Corporation by written consent in lieu of a meeting. There were 400 shares of common stock of the Surviving Corporation entitled to vote, and all of such shares voted in favor of the Plan by such written consent and no shares voted against the Plan.

(b) The Plan was approved by the respective shareholders of the Merging Corporation by written consent in lieu of a meeting of the merging corporation. There were 1,723.59 shares of common stock entitled to vote, and all of such shares voted in favor of the Plan by such written consent and no shares voted against the Plan.

ARTICLE FOUR

The Surviving Corporation hereby undertakes and agrees that, no later than the next business day after filing these Articles of Merger, the Surviving Corporation shall mail to the publisher of a newspaper which is the official organ of the county where the registered office of the Merging Corporation was located prior to the merger, or which is a newspaper of general circulation published within such county whose most recently published annual statement of ownership and circulation reflects a minimum of 60 percent paid circulation, a request to publish a notice in substantially the following form:

NOTICE OF MERGER

Notice is given that articles of merger which will effect a merger by and between Switzer Candy Company, a Georgia corporation, into Switzer Candy Company, a Missouri corporation, have been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is Switzer Candy Company, a corporation incorporated in the State of Missouri. The registered office of such corporation is located at 107 Joy Avenue, St. Louis, Missouri 63119 and its registered agent at such address is Dan Warner.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by each of the constituent corporations as of this 4th day of October, 2006.

SWITZER CANDY COMPANY
(a Georgia corporation)

By: [Signature]
Michael G. Switzer, President

[SEAL]

Attest:

[Signature]
Daniel F. Warner, Secretary

SWITZER CANDY COMPANY

By: [Signature]
Michael G. Switzer, President

[SEAL]

Attest:

[Signature]
Daniel F. Warner, Secretary

STATE OF MISSOURI)
) SS.:
COUNTY OF ST. LOUIS)

4th I, Vicky L. Gusman a notary public, do hereby certify that on this day of October, 2006, personally appeared before me Michael G. Switzer, who, being by me first duly sworn, declared that he is the President of Switzer Candy Company, a Georgia corporation, that he signed the foregoing document as such officer, and that the statements therein contained are true.

[Signature]
Notary Public

(SEAL)

My Commission Expires: 7-9-07

VICKY L. GUSMAN
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires July 9, 2007

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STATE OF MISSOURI)
) SS.:
COUNTY OF ST. LOUIS)

I, Vicky L. Gusman, a notary public, do hereby certify that on this 4th day of October, 2006, personally appeared before me Michael G. Switzer, who, being by me first duly sworn, declared that he is the President of Switzer Candy Company, a Missouri corporation that he signed the foregoing document as such officer, and that the statements therein contained are true.

Vicky L. Gusman
Notary Public

(SEAL)

My Commission Expires: 7-9-07

VICKY L. GUSMAN
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires July 9, 2007

APPENDIX 1

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 27th day of September, 2006, is by and between Switzer Candy Company, a Georgia corporation ("Georgia Switzer"), and Switzer Candy Company, a Missouri corporation ("Missouri Switzer") (referred to herein collectively as the Constituent Corporations).

This Plan provides for the merger of Georgia Switzer into Missouri Switzer, as the surviving corporation.

The parties intend for the mergers contemplated hereby to constitute a tax free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

FIRST: On the Effective Date, Georgia Switzer shall be merged into Missouri Switzer, which shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation").

SECOND: The Articles of Incorporation and By-Laws of the Surviving Corporation shall remain in effect until further amended as provided by law.

THIRD: Georgia Switzer has an authorized capitalization of 10,000 shares of common stock of the par value of \$0.01 per share, of which 1,723.59 shares are issued and outstanding.

Missouri Switzer has an authorized capitalization of 10,000 shares of common stock of the par value of \$0.01 per share, of which 400 shares are issued and outstanding.

FOURTH: The manner and basis of converting or exchanging the issued stock of the merging corporation into securities of the Surviving Corporation is as follows:

(a) Each outstanding share of common stock of Georgia Switzer shall be converted into one share of common stock of Missouri Switzer; provided, however, that any fraction of a share shall be rounded up (if 0.50 or greater) or down (if less than 0.50) to the nearest whole share.

FIFTH: The respective Boards of Directors and stockholders of each of the Constituent Corporations have approved and adopted this Agreement by unanimous written consents.

SIXTH: The merger provided for by this Plan shall become effective as of the close of business on October 6, 2006, or on such later date (the "Effective Date") as Articles of Merger are filed with the Secretary of State of Missouri. Notwithstanding the date on

which Articles of Merger are filed with the Secretary of State, the merger shall be effective for tax and accounting purposes as of the close of business on September 20, 2006.

SEVENTH: When the merger has become effective, the Surviving Corporation shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of the merging corporations, and shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, under the laws of this state vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be signed by their officers thereunto duly authorized as of the 4th day of October, 2006.

SWITZER CANDY COMPANY

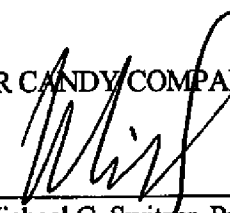
By: 
Michael G. Switzer, President

[SEAL]

Attest:



Daniel F. Warner, Secretary

SWITZER CANDY COMPANY

By: 
Michael G. Switzer, President

[SEAL]

Attest:


Daniel F. Warner, Secretary

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