

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion of Nevada Corporation to California Corporation

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Majestic Brands, Inc.		07/26/2006	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Majestic Brands Inc.
<b>Street Address:</b>	145 Town and Country Road
<b>Internal Address:</b>	Suite 102
<b>City:</b>	Danville
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94526
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Serial Number:	78849946	808
Serial Number:	78292149	ENTICE
Serial Number:	78830435	EVIL SPIRITS
Registration Number:	2712380	GLACIER BAY
Serial Number:	78830429	JASON & LARRY'S
Serial Number:	78830813	JASON & LARRY'S EVIL SPIRITS
Registration Number:	2932829	SHAID
Serial Number:	78858213	TEQUILA CORTEJO
Registration Number:	2972989	TRUCE
Serial Number:	78930028	WATER PROOF

**CORRESPONDENCE DATA**

Fax Number: (707)255-6876  
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$265.00 78849946

Phone: 707-252-7122  
Email: tmdept@dpfnapa.com  
Correspondent Name: J. Scott Gerien  
Address Line 1: 809 Coombs Street  
Address Line 4: Napa, CALIFORNIA 94559

NAME OF SUBMITTER:	J. Scott Gerien
Signature:	/J. Scott Gerien/
Date:	10/30/2006

Total Attachments: 1  
source=California Articles of Incorporation#page1.tif

40648546

**ARTICLES OF INCORPORATION  
WITH STATEMENT OF CONVERSION**

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**JUL 26 2006**

The name of this corporation is MAJESTIC BRANDS INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the **GENERAL CORPORATION LAW** of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Larry Davenport  
145 Town & Country Drive, Suite 102  
Danville, CA 94526


IV

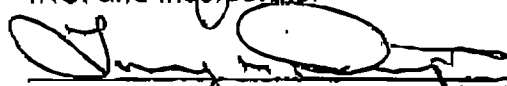
This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is seventy-five thousand (75,000).

V

(Statement of Conversion)

The name of the converting entity is MAJESTIC BRANDS INC.; It is a corporation formed in the State of Nevada. The converting entity's California Secretary of State file number is C2538336. The foreign entity is authorized to effect the conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.

  
\_\_\_\_\_  
Jason A. Kane, President of MAJESTIC BRANDS  
INC. and Incorporator

  
\_\_\_\_\_  
Larry M. Davenport, Vice-President/Secretary of  
MAJESTIC BRANDS INC. and Incorporator

