

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Progressive Group Alliance, Inc.		12/27/2006	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Progressive Group Alliance, LLC
Street Address:	7420 Ranco Road
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23228
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Serial Number:	78941912	HARVEST GOLD
Registration Number:	3189147	WEST-OVER
Serial Number:	78817017	PRO-C
Registration Number:	3126606	COLONIAL TRADITION
Serial Number:	78908696	HARVEST GOLD
Serial Number:	78900665	REFYNE
Serial Number:	78567343	NINAROSSA
Serial Number:	77069507	IDP INDEPENDENT DISTRIBUTOR PARTNERS
Serial Number:	77021603	EMERALD CLUB
Serial Number:	76649117	MUA MULTI UNIT ALLIANCE
Serial Number:	76649116	MUA
Registration Number:	3190262	MULTI UNIT ALLIANCE
Serial Number:	76573708	BUONAMICI

OP \$1290.00 78941912

Registration Number:	2887315	BUONAMICI
Registration Number:	2971759	PROGRESSIVE GROUP ALLIANCE THE CHAMPION OF INDEPENDENT DISTRIBUTORS
Registration Number:	2864238	THE CHAMPION OF INDEPENDENT DISTRIBUTORS
Registration Number:	2848608	CITY STEAM
Registration Number:	2851560	PROGRESSIVE GROUP ALLIANCE
Registration Number:	2707833	COLD HARBOR
Registration Number:	2670185	CORAL PRINCESS
Registration Number:	2552334	BRILLIANCE PREMIUM SHORTENINGS AND OILS
Registration Number:	2051648	HARVEST GOLD
Registration Number:	1987711	PREMIUM RECIPE
Registration Number:	2467288	GOURMET TABLE
Registration Number:	2467287	GOURMET TABLE GT
Registration Number:	2612960	P
Registration Number:	2202841	CONCEPTS FOR PROFIT
Registration Number:	2221896	RAFFINATO
Registration Number:	1968714	HEALTHY USA
Registration Number:	2412712	HEALTHY USA
Registration Number:	2085247	PREMIUM RECIPE
Registration Number:	1923887	HEALTHY USA
Registration Number:	1922268	HARVEST GOLD
Registration Number:	1822175	HARVEST GOLD
Registration Number:	2180862	HARVEST GOLD
Registration Number:	1616888	HEALTHY USA
Registration Number:	1589150	PREMIUM RECIPE
Registration Number:	1488692	MOUNT STIRLING
Registration Number:	1481021	EVENTS UNLIMITED
Registration Number:	1170444	HARVEST GOLD
Registration Number:	1068241	HARVEST GOLD
Registration Number:	0336776	WEST-OVER
Registration Number:	0823020	HARVEST GOLD BRAND
Registration Number:	1078504	POCAHONTAS AMERICA'S FIRST LADY OF FOOD SERVICE
Registration Number:	1966065	POCAHONTAS
Registration Number:	2349533	POCAHONTAS
Registration Number:	2349534	FOODSTAR

Registration Number:	2495599	POCAHONTAS
Registration Number:	2503021	POCAHONTAS
Registration Number:	2535467	POCAHONTAS
Registration Number:	3161276	BDA BAKERY DISTRIBUTORS OF AMERICA

CORRESPONDENCE DATA

Fax Number: (202)955-5564

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-419-2404

Email: stephen.jeffries@hklaw.com

Correspondent Name: Stephen J. Jeffries

Address Line 1: 2099 Pennsylvania Ave., NW, Suite 100

Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Stephen J. Jeffries
Signature:	/Stephen J. Jeffries/
Date:	01/26/2007

Total Attachments: 3

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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:

"PROGRESSIVE GROUP ALLIANCE, INC.", A VIRGINIA CORPORATION, WITH AND INTO "PROGRESSIVE GROUP ALLIANCE, LLC" UNDER THE NAME OF "PROGRESSIVE GROUP ALLIANCE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 12 O'CLOCK A.M.

4251067 8100M

061189522



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315463

DATE: 12-28-06

TRADEMARK
REEL: 003469 FRAME: 0140

CERTIFICATE OF MERGER
of
PROGRESSIVE GROUP ALLIANCE, INC.
(a Virginia corporation)
with and into
PROGRESSIVE GROUP ALLIANCE, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, the undersigned hereby adopts the following certificate of merger for the purposes of merging Progressive Group Alliance, Inc., a Virginia corporation, with and into Progressive Group Alliance, LLC, a Delaware limited liability company (collectively referred to as the "Merging Entities"), (the "Merger"):

1. The names and jurisdictions of the formation and incorporation of the Merging Entities are Progressive Group Alliance, Inc., a Virginia corporation which was incorporated under the laws of the State of Virginia, and Progressive Group Alliance, LLC, a Delaware limited liability company which was formed under the laws of the State of Delaware.
2. An Agreement and Plan of Merger dated as of December 27, 2006 (the "Agreement of Merger") has been approved and executed by the Merging Entities in the manners prescribed by the applicable laws of their states of incorporation and formation.
3. The name of the surviving entity from the Merger is Progressive Group Alliance, LLC.
4. This Certificate of Merger and the Merger shall be effective at 12:00:02 a.m. Eastern Standard Time on December 31, 2006.
5. The Agreement of Merger is on file at Progressive Group Alliance LLC's primary place of business located at 7420 Ranco Road, Richmond, Virginia 23228.
6. A copy of the Agreement of Merger will be furnished by Progressive Group Alliance, LLC on request and without cost, to any member of Progressive Group Alliance, LLC or to any shareholder of Progressive Group Alliance, Inc.

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IN WITNESS WHEREOF, Progressive Group Alliance, LLC has caused this Certificate of Merger to be signed by the undersigned authorized person as of December 27, 2006.

PROGRESSIVE GROUP ALLIANCE, LLC
a Delaware Limited Liability Company

By: 

Name: Joseph J. Traficanti

Title: Vice President and Secretary
(Authorized Person)