

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
SPRUCE NATURALS, LLC		12/12/2006	LIMITED LIABILITY COMPANY: ARIZONA

RECEIVING PARTY DATA

Name:	SPRUCE NATURALS, LLC
Street Address:	800 S. El Camino Real, Suite 210
City:	San Clemente
State/Country:	CALIFORNIA
Postal Code:	92672
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2099201	NAPA VALLEY NATURALS
Registration Number:	2748927	VILLA FLOR
Registration Number:	2507754	LAPAS
Registration Number:	2181478	SINCE 1380 MONTEBELLO ARTISAN PASTA IMPORTED ORGANIC FROM ITALY SPAGHETTI
Registration Number:	1408795	GARDEN TIME

CORRESPONDENCE DATA

Fax Number: (816)412-9393
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 816.842.8600
 Email: TRADEMARK@STINSON.COM
 Correspondent Name: NANCY T. MORRIS
 Address Line 1: 1201 WALNUT, SUITE 2800

CH \$140.00 2099201

Address Line 2: STINSON TRADEMARK ADMINISTRATOR
Address Line 4: KANSAS CITY, MISSOURI 64106-2150

ATTORNEY DOCKET NUMBER:	807976-0002
NAME OF SUBMITTER:	NANCY T. MORRIS
Signature:	/nancy t morris/
Date:	06/27/2007

Total Attachments: 6

source=ARTICLES OF MERGER#page1.tif
source=ARTICLES OF MERGER#page2.tif
source=ARTICLES OF MERGER#page3.tif
source=ARTICLES OF MERGER#page4.tif
source=ARTICLES OF MERGER#page5.tif
source=ARTICLES OF MERGER#page6.tif



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684-6708
 Website: secretaryofstate.biz

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number 20060832322-68
	Filing Date and Time 12/28/2006 10:20 AM
	Entity Number E0877012006-0

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))**

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Spruce Naturals, LLC

Name of merging entity

Arizona

Jurisdiction

limited-liability company

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Spruce Naturals, LLC

Name of surviving entity

Nevada

Jurisdiction

limited-liability company

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/05

NV025 - 12/14/05 C T System Online



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger – NRS 92A.190):

Attn: _____
 c/o: _____

3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from :

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or,

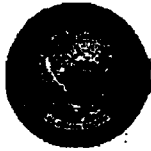
 Name of surviving entity, if applicable

Filing Fee \$350.00

This form must be accompanied by appropriate fees.

NV625 - 12/14/05 C T System Online

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/08



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 6708
 Website: secretaryofstate.biz

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of *:

Spruce Naturals, LLC

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

and, or,

Spruce Naturals, LLC

Name of *surviving* entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

NV025 - 12/14/05 CT System Online

Nevada Secretary of State AM Merger 2003
 Revised on: 10/23/05

TRADEMARK
 REEL: 003569 FRAME: 0246



DEAN HELLER
Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or,

 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/06

NV025 - 12/14/05 CT System Online



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional): 12/31/2006**

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/06

NV023 - 12/14/05 C T System Online



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

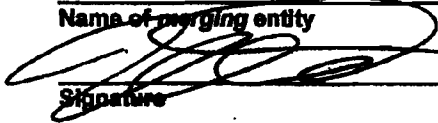
Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 6

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures – Must be signed by: An officer of each corporation whether or not for profit; all general partners of each limited partnership or limited-liability limited partnership; a manager of each a limited-liability company with managers or by one member if without managers; a trustee of a business trust; a managing partner of a limited-liability partnership; by one partner of a general partnership.* (If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Spruce Naturals, LLC

Name of merging entity



Manager

12/12/06

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

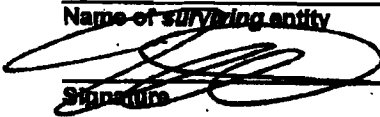
Signature

Title

Date

Spruce Naturals, LLC

Name of surviving entity



Manager

12/12/06

Signature

Title

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.
IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/3/05

NV025 - 12/14/05 C.T. System Online