

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Signature Snacks Company		06/29/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	DeMet's Candy Company		
Street Address:	30 Buxton Farm Road		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06905		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2856050	FLIPZ	
Registration Number:	2874714	FLIPZ	
CORRESPONDENCE DATA			
Fax Number:	(203)975-7180		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	203-353-6834		
Email:	clondon@eapdlaw.com		
Correspondent Name:	Edwards Angell Palmer & Dodge LLP		
Address Line 1:	301 Tresser Boulevard		
Address Line 2:	Christina London, Paralegal		
Address Line 4:	Stamford, CONNECTICUT 06901		
ATTORNEY DOCKET NUMBER:	50842.60088 60089		
NAME OF SUBMITTER:	Christina London		
Signature:	/christina london/		

CH \$65.00 2856050

Date:

07/16/2007

Total Attachments: 7

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Delaware

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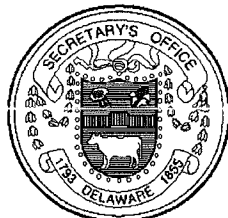
The First State

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 RESTATED CERTIFICATE OF "SIGNATURE SNACKS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 2:52 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3674079 8100

070769032



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5806951

DATE: 06-29-07

TRADEMARK
REEL: 003580 FRAME: 0648

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SIGNATURE SNACKS COMPANY**

SIGNATURE SNACKS COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies as follows pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware (as amended from time to time, the "**DGCL**"):

1. The name of the Corporation is **SIGNATURE SNACKS COMPANY**. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware ("**Secretary of State**") was June 24, 2003 (as heretofore amended, the "**Original Certificate of Incorporation**"). The Original Certificate of Incorporation was amended by a Certificate of Amendment of Certificate of Incorporation, which was filed with the Secretary of State on August 11, 2004 (the "**Amended Certificate**"). The Amended Certificate was replaced by the Amended and Restated Certificate of Incorporation, which was filed with the Secretary of State on July 12, 2005 (the "**First Amended and Restated Certificate**").

2. This Second Amended and Restated Certificate of Incorporation (this "**Second Amended and Restated Certificate**") (i) integrates, amends and restates in its entirety the provisions of the First Amended and Restated Certificate, (ii) was declared by the Board of Directors of the Corporation (the "**Board of Directors**") to be advisable and in the best interests of the Corporation and was directed by the Board of Directors to be submitted to and be considered by the stockholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such stockholders in accordance with Section 242 of the DGCL, and (iii) was duly adopted by a stockholder consent in lieu of a meeting of the stockholders, with the holders of all of the outstanding shares of the Corporation's capital stock entitled to vote thereon, and all of the outstanding capital stock of each class entitled to vote thereon as a class, consenting to the adoption of this Second Amended and Restated Certificate in writing in accordance with the provisions of Sections 228 and 242 of the DGCL.

3. The text of the First Amended and Restated Certificate is hereby amended and restated in its entirety to provide as follows:

ARTICLE I
NAME

The name of the corporation is **DEMET'S CANDY COMPANY** (the "**Corporation**").

ARTICLE II
REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, DE 19904, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III **PURPOSES**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time (the "DGCL").

ARTICLE IV **CAPITAL SECURITIES**

The total number of shares of stock which the Corporation shall have authority to issue is ten thousand two hundred (10,200) shares of Common Stock with a par value of one cent (\$.01) per share ("**Common Stock**").

Except as otherwise restricted by this Second Amended and Restated Certificate, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

A. COMMON STOCK

1. **General**. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of Series A Preferred Stock as specified herein and any other class of the Corporation's Capital Securities that may hereafter be issued and outstanding having rights upon the occurrence of a Liquidation Event senior to or *pari passu* with the rights of holders of Common Stock. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

2. **Voting**. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. **Dividends**. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

ARTICLE V **PERPETUAL EXISTENCE**

The Corporation is to have perpetual existence.

ARTICLE VI
LIMITATION OF LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the DGCL, no member of the Board of Directors (each, a "Director") shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Second Amended and Restated Certificate to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses (including reasonable attorneys' fees), judgments, fines, amounts in settlement, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity pursuant to service as a Director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation with respect to acts or omissions taken by such person while a Director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article VI by the stockholders of the Corporation or (ii) amendment to the DGCL shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a Director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article VI at the time of such repeal or amendment.

In furtherance and not in limitation of the powers conferred by statute:

(1) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Second Amended and Restated Certificate or applicable law; and

(2) The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent

authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may be necessary to effect indemnification as provided therein, or elsewhere.

ARTICLE VII **AMENDMENTS**

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Second Amended and Restated Certificate from time to time and at any time in the manner now or hereafter prescribed in this Second Amended and Restated Certificate and by the laws of the State of Delaware, and all rights herein conferred upon stockholders are granted subject to such reservation.

ARTICLE VIII **MISCELLANEOUS**

Subject to Article IV and in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

- (a) The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.
- (b) Elections of Directors need not be by written ballot unless the By-laws of the Corporation shall so provide.
- (c) The books of the Corporation may be kept at such place within or without the State of Delaware as the By-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.
- (d) Meetings of the stockholders may be held within or without the State of Delaware, as the By-laws may provide.
- (e) To the extent any provision contained in this Second Amended and Restated Certificate is inconsistent with the By-laws, then the provisions of this Second Amended and Restated Certificate shall control.

ARTICLE IX **COMPROMISES OR ARRANGEMENTS WITH** **CREDITORS AND STOCKHOLDERS**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting

of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE X **DEFINITIONS**

The following terms are used herein with the meanings indicated:

"Amended Certificate" has the meaning specified in Section 1 of the introduction.

"First Amended and Restated Certificate" has the meaning specified in Section 1 of the introduction.

"Board of Directors" has the meaning specified in Section 2 of the introduction.

"Common Stock" has the meaning specified in Article IV.

"Corporation" has the meaning specified in Article I.

"DGCL" has the meaning specified in the introduction.

"Original Certificate of Incorporation" has the meaning specified in Section 1 of the introduction.

"Person" or **"person"** means an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization or other entity and any government, governmental department or agency or political subdivision thereof.

"Second Amended and Restated Certificate" has the meaning specified in Section 2 of the introduction.

"Secretary of State" has the meaning specified in Section 1 of the introduction.

[The rest of this page deliberately left blank; the next page is the signature page.]

I, David D. Clarke, the President of the Corporation, for the purpose of amending and restating the Corporation's certificate of incorporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 29th day of June, 2007.



David D. Clarke
President