

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/10/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fresh Direct, Inc.		04/03/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fresh Direct, LLC
Street Address:	23-30 Borden Avenue
City:	Long Island City
State/Country:	NEW YORK
Postal Code:	11101
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2836743	FRESHDIRECT

CORRESPONDENCE DATA

Fax Number: (212)425-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-425-7200
 Email: tmdocketny@kenyon.com
 Correspondent Name: Brad M. Behar, Esq.
 Address Line 1: One Broadway
 Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	11176/999
NAME OF SUBMITTER:	Brad M. Behar, Esq.
Signature:	/Brad M. Behar/

Date:

10/17/2007

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"FRESH DIRECT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FRESH DIRECT, LLC" UNDER THE NAME OF "FRESH DIRECT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

3509959 8330

071087347



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6077895

DATE: 10-16-07

TRADEMARK

REEL: 003641 FRAME: 0728

Delaware

PAGE 1

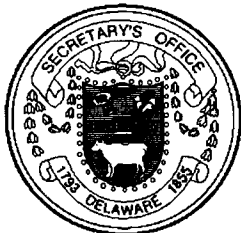
The First State

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:

"FRESH DIRECT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FRESH DIRECT, LLC" UNDER THE NAME OF "FRESH DIRECT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2002, AT 3 O'CLOCK P.M.

3509959 8100M

071087347



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6077896

DATE: 10-16-07

TRADEMARK

REEL: 003641 FRAME: 0729

Certificate of Merger of
Fresh Direct, Inc.
Into
Fresh Direct, LLC

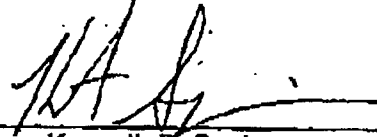
Pursuant to Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the limited liability companies or other business entities which is a party to the merger are:

<u>Name</u>	<u>Jurisdiction</u>
Fresh Direct, Inc.	Delaware
Fresh Direct, LLC	Delaware

2. An agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities that are to merge.
3. The name of the surviving limited liability company is Fresh Direct, LLC.
4. The merger shall become effective upon filing.
5. The agreement of merger is on file at a place of business of the surviving limited liability company, which is located at 23-30 Borden Avenue, Long Island City, New York 11101.
6. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity that is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 3rd day of April, 2002 and is being filed in accordance with Sec. 18-209 of the Act by an authorized person of the surviving limited liability company in the merger.

By: 
Name: Kenneth B. Squire
Title: Authorized Person