

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
XR Fusion Holdings II, LLC		08/01/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Skyy Spirits, LLC
Street Address:	One Beach Street, Suite 300
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94133
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3177900	JEAN-MARC
Serial Number:	78449457	JEAN-MARC
Serial Number:	78466050	XO
Registration Number:	3220537	X-RATED
Registration Number:	3149625	X-RATED
Registration Number:	3200805	X-RATED FUSION LIQUEUR

CORRESPONDENCE DATA

Fax Number: (415)268-7522
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415 268 6810
 Email: rlal@mofo.com
 Correspondent Name: Rosemary S. Tarlton
 Address Line 1: Morrison & Foerster LLP, 425 Market St.

CH \$165.00 3177900

Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER: 99990-234

NAME OF SUBMITTER: Rosemary S. Tarlton

Signature: /Rosemary S. Tarlton/

Date: 12/21/2007

Total Attachments: 2
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Delaware

PAGE 1

The First State

I, **MARRIET 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:

"ER FUSION HOLDINGS II, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SKYY SPIRITS, LLC" UNDER THE NAME OF "SKYY SPIRITS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2007, AT 8:54 O'CLOCK P.M.

2973367 8100M

070881938



Mariet Smith Windsor

Mariet Smith Windsor, Secretary of State

AUTHENTICATION: 5896221

DATE: 08-02-07

TRADEMARK
REEL: 003684 FRAME: 0430

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:42 AM 08/01/2007
FILED 08:54 AM 08/01/2007
BY 07081938 - 2973967 EILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is

Esxy Spirits, LLC

and the name of the limited liability company being merged into this surviving limited liability company is JK Fusion Holdings II, LLC

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is

Esxy Spirits, LLC

FOURTH: The merger is to become effective on August 1, 2007

FIFTH: The Agreement of Merger is on file at 1 Branch Street, Ste. 300
San Francisco, CA 94133

the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the first day of August, A.D., 2007.

By: /s/ James McLachlan
Authorized Person

Name: James McLachlan

Print or Type

Chief Financial Officer

Title: _____