

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
All Kitchens, Inc.		12/26/2006	CORPORATION: VIRGINIA

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Serial Number:	75192279	ALL KITCHENS
Serial Number:	75184424	ALL KITCHENS
Serial Number:	75184423	ALL KITCHENS
Serial Number:	75184028	ALL KITCHENS
Serial Number:	75184025	ALL KITCHENS
Serial Number:	75196329	ALL KITCHENS OF AMERICA
Serial Number:	75184422	ALL KITCHENS OF AMERICA
Serial Number:	74287154	ALL KITCHENS SYSTEM HEALTH CARE HC
Serial Number:	75192766	ALL KLEAN
Serial Number:	75184035	EMERALD CLUB
Serial Number:	76395047	GOURMATES
Serial Number:	76412278	IODIZED SALT S
Serial Number:	75184026	MAIN PLATE

CH \$490.00 75192279

Serial Number:	76631825	
Serial Number:	76395049	
Serial Number:	76412526	PEPPER
Serial Number:	76412517	SUGAR
Serial Number:	76227519	TUTTE LE CUCINE
Serial Number:	74505130	TUTTE LE CUCINE

**CORRESPONDENCE DATA**

Fax Number: (615)742-0410  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 615-742-7760  
Email: trademarks@bassberry.com  
Correspondent Name: Robert L. Brewer  
Address Line 1: 315 Deaderick Street  
Address Line 2: Suite 2700  
Address Line 4: Nashville, TENNESSEE 37238

ATTORNEY DOCKET NUMBER:	057021-115
NAME OF SUBMITTER:	Robert L. Brewer
Signature:	/Robert L. Brewer/
Date:	05/15/2008

**Total Attachments: 20**  
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# COMMONWEALTH OF VIRGINIA

MARK C. CHRISTIE  
CHAIRMAN

THEODORE V. MORRISON, JR.  
COMMISSIONER

JUDITH WILLIAMS JAGDMANN  
COMMISSIONER



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1187  
RICHMOND, VIRGINIA 23218-1197

## STATE CORPORATION COMMISSION Office of the Clerk

December 27, 2006

BETH EPSTEIN  
UCC RETRIEVALS, INC.  
7288 HANOVER GREEN DR  
MECHANICSVILLE, VA 23111

RE: All Kitchens, Inc.  
ID: 0584162 - 2  
DCN: 06-12-27-0512

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$225.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is December 31, 2006 at 12:00:02 AM..

Each non-surviving entity:

All Kitchens, Inc.

is merged into ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT REGISTERED IN VA).

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

MERGRcpt  
MERGACPT  
CIS0317

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3630  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/division/clk](http://www.scc.virginia.gov/division/clk)  
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK  
REEL: 003778 FRAME: 0041

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 27, 2006

The State Corporation Commission finds the accompanying articles submitted on behalf of

ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT  
REGISTERED IN VA)

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective December 31, 2006, at 12:00:02 AM. Each of the following:

All Kitchens, Inc.

is merged into ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT  
REGISTERED IN VA), which continues to exist under the laws of DELAWARE with the name  
ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT REGISTERED IN VA), and  
the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0317  
06-12-27-0512

TRADEMARK  
REEL: 003778 FRAME: 0042

**ARTICLES OF MERGER**  
of  
**ALL KITCHENS, INC.**  
(a Virginia corporation)  
with and into  
**ALL KITCHENS, LLC**  
(a Delaware limited liability company)

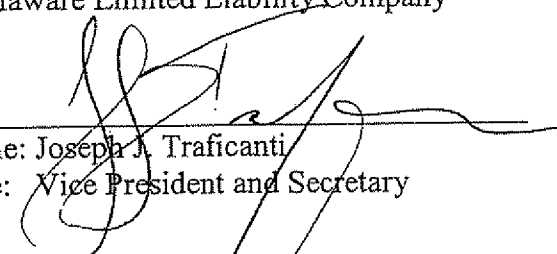
Pursuant to the provisions of Sections 13.1-716 and 13.1-720 of the Virginia Stock Corporation Act, the undersigned hereby adopt the following articles of merger for the purposes of merging All Kitchens, Inc., a Virginia corporation, with and into All Kitchens, LLC, a Delaware limited liability company (collectively the "Merging Entities"), (the "Merger"):

1. The Agreement and Plan of Merger for merging All Kitchens, Inc. with and into All Kitchens, LLC, the surviving company in the Merger, is attached hereto as Exhibit A and made a part hereof (the "Agreement and Plan of Merger").
2. The names and jurisdictions of the formation and incorporation of the Merging Entities are All Kitchens, Inc., a Virginia corporation which was incorporated under the laws of the State of Virginia, and All Kitchens, LLC, a Delaware limited liability company, which was formed under the laws of the State of Delaware.
3. The Agreement and Plan of Merger was approved and adopted by the consent of the sole shareholder of All Kitchens, Inc. on December 27, 2006 and by the consent of the sole member of All Kitchens, LLC on December 27, 2006.
4. As to All Kitchens, LLC, the Agreement and Plan of Merger and the performance of its terms were duly authorized by all actions required by the laws of the state of Delaware and by All Kitchens, LLC's Certificate of Formation.
5. These Articles of Merger and the Merger shall be effective at 12:00:02 a.m. Eastern Standard Time on December 31, 2006.

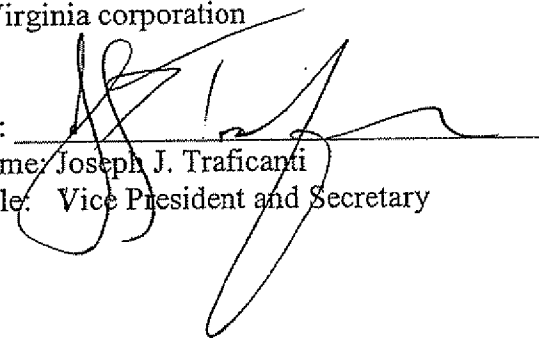
*[Next Page is Signature Page]*

IN WITNESS WHEREOF, the Merging Entities have caused these Articles of Merger to be signed by the undersigned authorized persons effective as of December 27, 2006.

**ALL KITCHENS, LLC**  
a Delaware Limited Liability Company

By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary

**ALL KITCHENS, INC.**  
a Virginia corporation

By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**ALL KITCHENS, INC.**  
**AND**  
**ALL KITCHENS, LLC**

This Agreement and Plan of Merger (the "Plan"), dated December 27, 2006, is made and entered into by and between All Kitchens, Inc., a Virginia corporation (the "Corporation"), and All Kitchens, LLC, a Delaware limited liability company (the "LLC").

WHEREAS, pursuant to the terms hereof, the parties hereto wish to provide for the merger of the Corporation with and into the LLC (the "Merger") pursuant to which the LLC will be the surviving company (the "Surviving Company") on the terms and conditions contained herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger.

(a) The name of the Corporation is "All Kitchens, Inc."

(b) The name of the LLC is "All Kitchens, LLC", a Delaware limited liability company formed in accordance with the Delaware Limited Liability Company Act.

(c) At the Effective Time (as defined below), the Corporation shall be merged with and into the LLC and the separate corporate existence of the Corporation shall thereupon cease. The LLC will be the Surviving Company in the Merger, and the LLC, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Certificate of Formation and Limited Liability Company Agreement of the LLC, as existing and constituted immediately prior to the Effective Time of the Merger, shall be and constitute the Certificate of Formation and Limited Liability Company Agreement of the Surviving Company.

(e) The members of the Board of Directors and the officers of the Corporation immediately prior to the Effective Time of the Merger shall be the members of the Board of Managers and the officers, respectively, of the Surviving Company.

2. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any shares of the capital stock of the Corporation or units of membership interest of the LLC:

(a) All issued and outstanding shares of common stock of the Corporation immediately prior to the Effective Time shall be cancelled in consideration of the assumption by the Surviving Company of all of the assets and liabilities of the Corporation.

(b) The membership interest of the LLC as of the Effective Time of the Merger shall continue to represent the membership interest of the Surviving Company and shall be unaffected by the Merger.

3. Tax Treatment. The Merger is intended to be tax-free pursuant to the Internal Revenue Code of 1986, as amended.

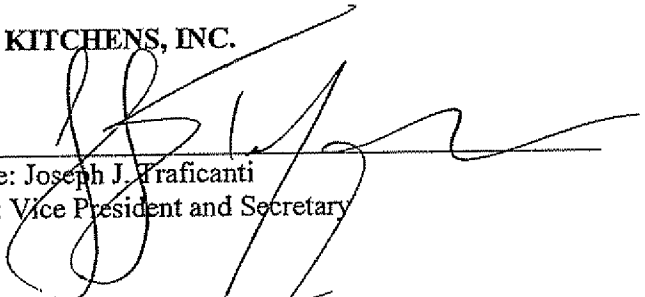
4. Effective Time. The Effective Time of the Merger shall be 12:00:02 a.m. Eastern Standard Time on December 31, 2006, the time specified in the Articles of Merger filed with the Virginia Secretary of State and the Certificate of Merger filed with the Delaware Secretary of State (the "Effective Time").

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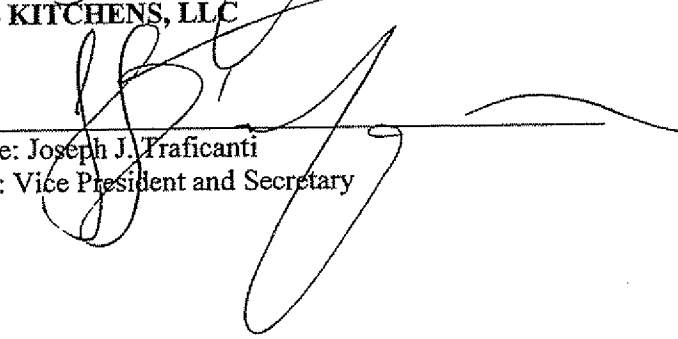


IN WITNESS WHEREOF, the parties hereto have duly executed this Plan effective as of the date first above written.

**ALL KITCHENS, INC.**

By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary

**ALL KITCHENS, LLC**

By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of merger of All Kitchens, Inc. issued December 31, 2006.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
January 24, 2007*

*Joel H. Peck*  
\_\_\_\_\_  
*Joel H. Peck, Clerk of the Commission*

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 27, 2006

The State Corporation Commission finds the accompanying articles submitted on behalf of

**ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT REGISTERED IN VA)**

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF MERGER**


be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective December 31, 2006, at 12:00:02 AM. Each of the following

All Kitchens, Inc.

is merged into ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT REGISTERED IN VA), which continues to exist under the laws of DELAWARE with the name ALL KITCHENS, LLC (A DE LIMITED LIABILITY COMPANY NOT REGISTERED IN VA), and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0317  
06-12-27-0512

ARTICLES OF MERGER  
of  
ALL KITCHENS, INC.  
(a Virginia corporation)  
with and into  
ALL KITCHENS, LLC  
(a Delaware limited liability company)

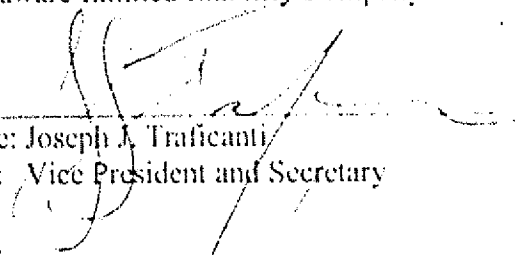
Pursuant to the provisions of Sections 13.1-716 and 13.1-720 of the Virginia Stock Corporation Act, the undersigned hereby adopt the following articles of merger for the purposes of merging All Kitchens, Inc., a Virginia corporation, with and into All Kitchens, LLC, a Delaware limited liability company (collectively the "Merging Entities"), (the "Merger"):

1. The Agreement and Plan of Merger for merging All Kitchens, Inc. with and into All Kitchens, LLC, the surviving company in the Merger, is attached hereto as Exhibit A and made a part hereof (the "Agreement and Plan of Merger").
2. The names and jurisdictions of the formation and incorporation of the Merging Entities are All Kitchens, Inc., a Virginia corporation which was incorporated under the laws of the State of Virginia, and All Kitchens, LLC, a Delaware limited liability company, which was formed under the laws of the State of Delaware.
3. The Agreement and Plan of Merger was approved and adopted by the consent of the sole shareholder of All Kitchens, Inc. on December 27, 2006 and by the consent of the sole member of All Kitchens, LLC on December 27, 2006.
4. As to All Kitchens, LLC, the Agreement and Plan of Merger and the performance of its terms were duly authorized by all actions required by the laws of the state of Delaware and by All Kitchens, LLC's Certificate of Formation.
5. These Articles of Merger and the Merger shall be effective at 12:00:02 a.m. Eastern Standard Time on December 31, 2006.

*[Next Page is Signature Page]*

IN WITNESS WHEREOF, the Merging Entities have caused these Articles of Merger to be signed by the undersigned authorized persons effective as of December 27, 2006.

**ALL KITCHENS, LLC**  
a Delaware Limited Liability Company

By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary

**ALL KITCHENS, INC.**  
a Virginia corporation

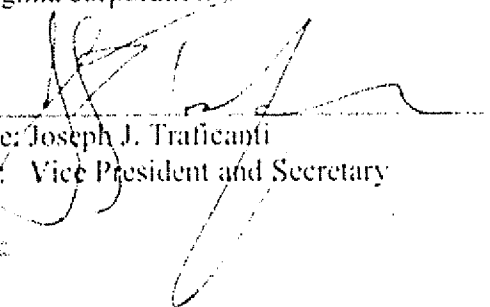
By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary

Exhibit A  
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
ALL KITCHENS, INC.  
AND  
ALL KITCHENS, LLC

This Agreement and Plan of Merger (the "Plan"), dated December 27, 2006, is made and entered into by and between All Kitchens, Inc., a Virginia corporation (the "Corporation"), and All Kitchens, LLC, a Delaware limited liability company (the "LLC").

WHEREAS, pursuant to the terms hereof, the parties hereto wish to provide for the merger of the Corporation with and into the LLC (the "Merger") pursuant to which the LLC will be the surviving company (the "Surviving Company") on the terms and conditions contained herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger.

(a) The name of the Corporation is "All Kitchens, Inc."

(b) The name of the LLC is "All Kitchens, LLC", a Delaware limited liability company formed in accordance with the Delaware Limited Liability Company Act.

(c) At the Effective Time (as defined below), the Corporation shall be merged with and into the LLC and the separate corporate existence of the Corporation shall thereupon cease. The LLC will be the Surviving Company in the Merger, and the LLC, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Certificate of Formation and Limited Liability Company Agreement of the LLC, as existing and constituted immediately prior to the Effective Time of the Merger, shall be and constitute the Certificate of Formation and Limited Liability Company Agreement of the Surviving Company.

(e) The members of the Board of Directors and the officers of the Corporation immediately prior to the Effective Time of the Merger shall be the members of the Board of Managers and the officers, respectively, of the Surviving Company.

2. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any shares of the capital stock of the Corporation or units of membership interest of the LLC:

(a) All issued and outstanding shares of common stock of the Corporation immediately prior to the Effective Time shall be cancelled in consideration of the assumption by the Surviving Company of all of the assets and liabilities of the Corporation.

(b) The membership interest of the LLC as of the Effective Time of the Merger shall continue to represent the membership interest of the Surviving Company and shall be unaffected by the Merger.

3. Tax Treatment. The Merger is intended to be tax-free pursuant to the Internal Revenue Code of 1986, as amended.

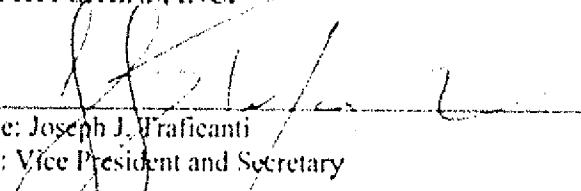
4. Effective Time. The Effective Time of the Merger shall be 12:00:02 a.m. Eastern Standard Time on December 31, 2006, the time specified in the Articles of Merger filed with the Virginia Secretary of State and the Certificate of Merger filed with the Delaware Secretary of State (the "Effective Time").

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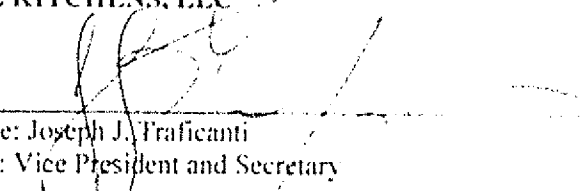


IN WITNESS WHEREOF, the parties hereto have duly executed this Plan effective as of the date first above written.

ALL KITCHENS, INC.

By:   
Name: Joseph J. Fraficanti  
Title: Vice President and Secretary

ALL KITCHENS, LLC

By:   
Name: Joseph J. Fraficanti  
Title: Vice President and Secretary

# 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:

"ALL KITCHENS, INC.", A VIRGINIA CORPORATION,  
WITH AND INTO "ALL KITCHENS, LLC" UNDER THE NAME OF "ALL KITCHENS, 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 12:42 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.

4265287 8100M

061189551



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5311834

DATE: 12-27-06

TRADEMARK  
REEL: 003778 FRAME: 0056

**CERTIFICATE OF MERGER**  
of  
**ALL KITCHENS, INC.**  
(a Virginia corporation)  
with and into  
**ALL KITCHENS, 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 All Kitchens, Inc., a Virginia corporation, with and into All Kitchens, 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 All Kitchens, Inc., a Virginia corporation which was incorporated under the laws of the State of Virginia, and All Kitchens, 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 All Kitchens, 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 All Kitchens, 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 All Kitchens, LLC, on request and without cost, to any member of All Kitchens, LLC or to any shareholder of All Kitchens, Inc.

*[Next Page is Signature Page]*

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

**ALL KITCHENS, LLC**  
a Delaware Limited Liability Company

By: 

Name: Joseph J. Traficanti  
Title: Vice President and Secretary  
(Authorized Person)

**CERTIFICATE OF MERGER**  
of  
**ALL KITCHENS, INC.**  
(a Virginia corporation)  
with and into  
**ALL KITCHENS, LLC**  
(a Delaware limited liability company)

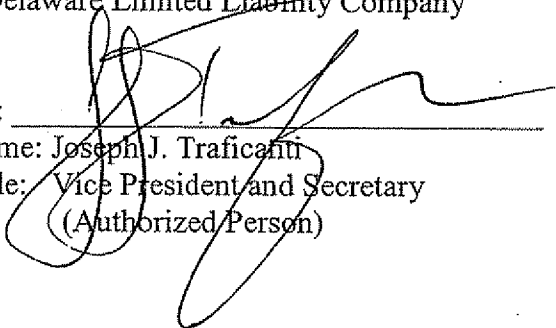
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1. The names and jurisdictions of the formation and incorporation of the Merging Entities are All Kitchens, Inc., a Virginia corporation which was incorporated under the laws of the State of Virginia, and All Kitchens, LLC, a Delaware limited liability company, which was formed under the laws of the State of Delaware.
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6. A copy of the Agreement of Merger will be furnished by All Kitchens, LLC, on request and without cost, to any member of All Kitchens, LLC or to any shareholder of All Kitchens, Inc.

*[Next Page is Signature Page]*

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

**ALL KITCHENS, LLC**  
a Delaware Limited Liability Company

By:   
Name: Joseph J. Traficanti  
Title: Vice President and Secretary  
(Authorized Person)