

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/28/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Drug Emporium of Michigan, Inc.		01/28/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Drug Emporium, Inc.		
Street Address:	155 Hidden Ravines Drive		
City:	Powell		
State/Country:	OHIO		
Postal Code:	43065		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1642377		
Registration Number:	1222834	DRUG EMPORIUM	
Registration Number:	1180620	DRUG EMPORIUM	
Registration Number:	1157763	DRUG EMPORIUM	
CORRESPONDENCE DATA			
Fax Number:	(612)340-8856		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(612) 343-2178		
Email:	ip.docket@dorsey.com		
Correspondent Name:	Elizabeth C. Buckingham		
Address Line 1:	50 South Sixth Street		
Address Line 2:	Suite 1500		
Address Line 4:	Minneapolis, MINNESOTA 55402-1498		
NAME OF SUBMITTER:	Elizabeth C. Buckingham		

TRADEMARK

900111195

REEL: 003815 FRAME: 0458

CH \$115.00 1642377

Signature:

/Elizabeth C. Buckingham/

Date:

07/14/2008

Total Attachments: 6

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FROM CORPORATION TRUST WILM. TEAM #2

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Delaware

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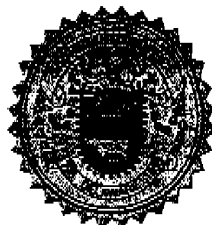
The First State

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DE HOLDING COMPANY", A DELAWARE CORPORATION,
"DE MICHIGAN MANAGEMENT CO.", A DELAWARE CORPORATION,
"DE OF NORTHEASTERN OHIO, INC.", A OHIO CORPORATION,
"DRUG EMPORIUM EXPRESS, INC.", A DELAWARE CORPORATION,
"DRUG EMPORIUM OF MARYLAND, INC.", A DELAWARE CORPORATION,
"DRUG EMPORIUM OF MICHIGAN, INC.", A DELAWARE CORPORATION,
"EMPORIUM VENTURE, INC.", A OHIO CORPORATION,
"HOUSTON VENTURE, INC.", A OHIO CORPORATION,
"RJR DRUG DISTRIBUTORS INC.", A DELAWARE CORPORATION,

WITH AND INTO "DRUG EMPORIUM, INC." UNDER THE NAME OF "DRUG EMPORIUM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005, AT 10:54 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005, AT 11:59 O'CLOCK P.M.



2008791 8100M

050071536

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3648258

DATE: 01-28-05

TRADEMARK

REEL: 003815 FRAME: 0460

FROM CORPORATION TRUST WILM. TEAM #2

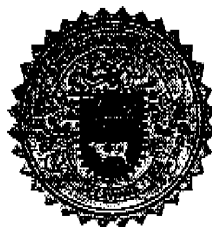
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Delaware

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The First State

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



2008791 8100M

050071536

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3648258

DATE: 01-28-05

TRADEMARK

REEL: 003815 FRAME: 0461

FROM CORPORATION TRUST WILM. TEAM #2

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:02 PM 01/28/2005
FILED 10:54 AM 01/28/2005
SRV 050071536 - 2008791 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
OF
DE HOLDING COMPANY
DE MICHIGAN MANAGEMENT CO.
DRUG EMPORIUM EXPRESS, INC.
DRUG EMPORIUM OF MARYLAND, INC.
DRUG EMPORIUM OF MICHIGAN, INC.
RJR DRUG DISTRIBUTORS INC.
DE OF NORTHEASTERN OHIO, INC.
EMPORIUM VENTURE, INC.
AND
HOUSTON VENTURE, INC.
INTO
DRUG EMPORIUM, INC.

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned Secretary of Drug Emporium, Inc., a Delaware corporation, hereby certifies that on January 14th, 2005, the Board of Directors of Drug Emporium, Inc., duly adopted the resolutions attached hereto as Exhibit A that approved the merger of its wholly owned subsidiaries set forth below, and further certifies as follows:

1. The constituent corporations are:

Drug Emporium, Inc., a Delaware corporation
DE Holding Company, a Delaware corporation
DE Michigan Management Co., a Delaware corporation
Drug Emporium Express, Inc., a Delaware corporation
Drug Emporium of Maryland, Inc., a Delaware corporation
Drug Emporium of Michigan, Inc., a Delaware corporation
RJR Drug Distributors Inc., a Delaware corporation
DE of Northeastern Ohio, Inc., an Ohio corporation
Emporium Venture, Inc., an Ohio corporation
Houston Venture, Inc. an Ohio corporation

2. The surviving corporation shall be Drug Emporium, Inc.

3. The Certificate of Incorporation of Drug Emporium, Inc. in effect at the time of the merger shall be the Certificate of Incorporation of the surviving corporation.

4. The Merger shall be effective as of 11:59 p.m. Eastern Standard Time on January 28, 2005.

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FROM CORPORATION TRUST WILM. TEAM #2

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IN WITNESS WHEREOF, Drug Emporium, Inc. has caused this
certificate to be executed by Neal Wahlman, its Secretary this 25th day of January, 2005.

DRUG EMPORIUM, INC.

By Neal Wahlman

Neal Wahlman
Secretary

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REEL: 003815 FRAME: 0463

FROM CORPORATION TRUST WILM. TEAM #2

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Exhibit A

Resolutions of Drug Emporium, Inc. Board of DirectorsMerger of the Subsidiary Companies into the Company

WHEREAS, the Company desires to simplify its corporate organizational structure and change from a Delaware business corporation to a Delaware limited liability company;

WHEREAS, the Company owns all of the outstanding shares of the following entities (collectively the "Subsidiary Companies"):

DE Holding Company, a Delaware corporation
DE Michigan Management Co., a Delaware corporation
Drug Emporium Express, Inc., a Delaware corporation
Drug Emporium of Maryland, Inc., a Delaware corporation
Drug Emporium of Michigan, Inc., a Delaware corporation
RJR Drug Distributors Inc., a Delaware corporation
DE of Northeastern Ohio, Inc., an Ohio corporation
Emporium Venture, Inc., an Ohio corporation
Houston Venture, Inc., an Ohio corporation

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1701.80 of the Ohio General Corporation Law, the Subsidiary Companies shall be merged with and into the Company (the "Subsidiary Merger"), with the Company to be the surviving corporation;

FURTHER RESOLVED, that the Subsidiary Merger shall be effective at 11:59 p.m. Eastern Standard Time on January 28, 2005;

FURTHER RESOLVED, that any officer of the Company be and each hereby is authorized and directed to make and execute a Certificate of Ownership and Merger, setting forth a copy of the resolutions authorizing the merger of the Subsidiary Companies with and into the Company and the assumption of their liabilities and obligations, and the date of adoption thereof, and to cause a certified copy of the same to be recorded in the office of the Recorder of Deeds of New Castle County and/or any other appropriate County and to do all acts and things whatsoever, whether within or without the State of Delaware and the State of Ohio, which may be necessary or proper to effect said merger;

FURTHER RESOLVED, there being no other stockholders besides the Company upon the effective date of the merger, all outstanding shares of each class and series of stock of each of the Subsidiary Companies shall be cancelled and no shares of the Company shall be issued in lieu thereof;

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FURTHER RESOLVED, that each officer of the Company is hereby authorized and directed to take all other actions as they deem necessary or appropriate in connection with the foregoing resolutions.