

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
Gold Standard Acquisition Co.		06/06/2008	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Gold Standard Baking, Inc.		
Street Address:	3700 South Kedzie Avenue		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60632		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1518185	GOLD STANDARD BAKING	
Registration Number:	3135819	TASTE THE OTHERS CAN'T TOUCH	
CORRESPONDENCE DATA			
Fax Number:	(312)609-5005		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-609-7897		
Email:	hmiller@vedderprice.com		
Correspondent Name:	Holly Miller		
Address Line 1:	222 North LaSalle Street - 24th Floor		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	40261.00.0002		
NAME OF SUBMITTER:	Holly Miller		
Signature:	/Holly Miller/		
Date:	09/05/2008		

CH \$65.00 1518185

Total Attachments: 8

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FORM **BCA 11.25** (rev. Dec. 2003)
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

JUN 06 2008

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

File #

66112101

Filing Fee: \$

100 ^{OR}

Approved: u

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
Gold Standard Baking, Inc.	Illinois	59540874
Gold Standard Acquisition Co.	Illinois	66112101

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: Gold Standard Acquisition Co.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

See Plan of Merger attached hereto as Exhibit A.

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Gold Standard Acquisition Co.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Gold Standard Baking, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated June 10, 2008, Gold Standard Baking, Inc.
Month & Day Year Exact Name of Corporation

Joannis Caparos
Any Authorized Officer's Signature
Joannis (Yannis) Caparos President
Name and Title (type or print)

Dated June 6, 2008, Gold Standard Acquisition Co.
Month & Day Year Exact Name of Corporation

Ryan R. McKenzie
Any Authorized Officer's Signature
Ryan R. McKenzie, Chief Financial Officer
Name and Title (type or print)

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

PLAN OF MERGER
OF
GOLD STANDARD BAKING, INC.
AND
GOLD STANDARD ACQUISITION CO.
UNDER THE ILLINOIS BUSINESS CORPORATIONS ACT OF 1983

This Plan of Merger ("Plan") was approved by the unanimous written consent of the respective board of directors of Gold Standard Baking, Inc., an Illinois corporation ("Baking"), and Gold Standard Acquisition Co., an Illinois corporation (the "Company" and, together with Baking, the "Constituent Corporations") on June 6, 2008. The Constituent Corporations have separately entered into an Agreement and Plan of Merger dated as of June 6, 2008 by and among Baking, the Company and the shareholders of Baking (the "Merger Agreement").

1. The Merger.

At the Effective Time (as defined in Section 8 below), Baking and the Company shall merge into a single corporation in accordance with the Illinois Business Corporation Act of 1983, as amended ("IBCA"), with Baking merging with and into Company (the "Merger"), and Company continuing to exist as the surviving corporation ("Surviving Corporation"). The separate existence of Baking shall terminate as of the Effective Time under the IBCA (the "Terminating Corporation").

2. Articles of Incorporation.

The Articles of Incorporation of Company, as in effect at the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Time, except that Article 1 of such Articles of Incorporation relating to the name of the Surviving Corporation is hereby amended and revised to read as follows:

1. Corporation Name: "Gold Standard Baking, Inc."

Such Articles of Incorporation (as herein amended and revised) shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the IBCA.

3. By-Laws.

The by-laws of Company, as in effect at the Effective Time, shall continue to be the by-laws of the Surviving Corporation following the Effective Time until the same shall be altered, amended or repealed in accordance with the provisions thereof and the IBCA.

4. Directors and Officers.

The directors and officers of Company immediately prior to the Effective Time shall be and remain the directors and officers of the Surviving Corporation until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Manner and Basis of Conversion of Shares.

- (a) At the Effective Time, by virtue of the Merger:
- (i) All shares of any class of capital stock of Baking so held by Baking as treasury shares immediately prior to the Effective Time shall be cancelled and shall cease to exist, without any consideration delivered.
 - (ii) Each issued and outstanding share of common stock of Company shall be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation.
 - (iii) All of the issued and outstanding shares of common stock of Baking as of the Effective Time shall be converted into the right to receive an amount equal to the aggregate of: (i) the Closing Consideration plus (ii) the Contingent Payment, as provided for in the Merger Agreement (together, the "Merger Consideration"), payable by the Surviving Corporation.
 - (iv) From and after the Effective Time, the certificates representing the outstanding shares of the Terminating Corporation shall be deemed to be no longer outstanding, shall not be transferable on the books of the Surviving Corporation, and shall represent solely the right to receive, in the aggregate, the Merger Consideration.

6. Approvals.

This Plan shall be submitted to the respective shareholders of the Constituent Corporations for their respective approval or rejection in the manner prescribed by the IBCA.

7. Further Assurances.

In the event that this Plan is approved by the shareholders of Baking and Company in the manner prescribed by the IBCA, Baking and Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. Effective Time of the Merger.

The effective time of the Merger (the "Effective Time") shall be the day when the Merger becomes effective as provided under the applicable laws of the IBCA.

9. Authorization.

The board of directors and the proper officers of the Terminated Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or the Merger herein provided for.

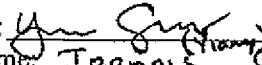
[SIGNATURE PAGE FOLLOWS]

Signature Page to Plan of Merger

Signed on the 6th day of June, 2008

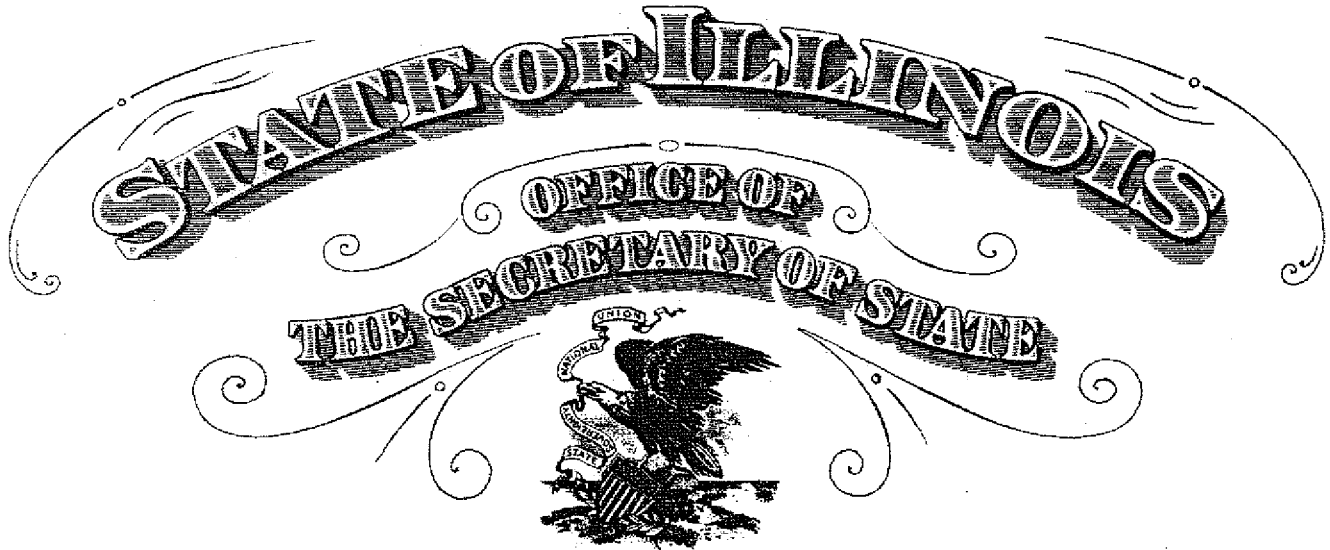
CONSTITUENT CORPORATIONS:

Gold Standard Baking, Inc., an Illinois corporation

By: 
Name: Ioannis Caparus
Title: President

Gold Standard Acquisition Co., an Illinois corporation

By: 
Name: Ryan R. McKenzie
Title: Chief Financial Officer



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 07 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR GOLD STANDARD BAKING, INC..****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of JUNE A.D. 2008



Jesse White