

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/13/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Grand Brands, LLC		01/13/2005	LIMITED LIABILITY COMPANY: MARYLAND

**RECEIVING PARTY DATA**

Name:	Grand Brands, Inc.
Street Address:	8989 Yellow Brick Road
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21237
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	77010735	TRUE BERRY

**CORRESPONDENCE DATA**

Fax Number: (410)547-0699  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 410-347-7388  
 Email: dksawyer@ober.com  
 Correspondent Name: E. Scott Johnson, Esq.  
 Address Line 1: 120 E. Baltimore Street  
 Address Line 4: Baltimore, MARYLAND 21202

ATTORNEY DOCKET NUMBER:	027385/070694 DKS
NAME OF SUBMITTER:	E. Scott Johnson
Signature:	/E. Scott Johnson - dks/

CH \$40.00 77010735

Date:

01/06/2009

**Total Attachments: 6**

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ARTICLES OF MERGER

MERGING

GRAND BRANDS, LLC,  
a Maryland Limited Liability Company

WITH AND INTO

GRAND BRANDS, INC.,  
a Delaware Corporation

Grand Brands, LLC, a Maryland limited liability company (the "Merging LLC") and Grand Brands, Inc., a Delaware corporation (the "Surviving Corporation"), hereby certify that:

FIRST: The Merging LLC and the Surviving Corporation agree that the Merging LLC shall be merged with and into the Surviving Corporation.

SECOND: The name and place of organization of each party to these Articles of Merger are: Grand Brands, LLC, a Maryland limited liability company, and Grand Brands, Inc., a Delaware corporation. The Surviving Corporation shall survive the merger and shall continue as a corporation under the laws of the State of Delaware.

THIRD: The Surviving Corporation was incorporated under the General Corporation Law of the State of Delaware on December 19, 2005. The Surviving Corporation qualified to transact business as a foreign corporation in the State of Maryland on January 9, 2006.

FOURTH: The principal office of each of the Merging LLC and the Surviving Corporation in the State of Maryland is located in Baltimore City. The Merging LLC owns no interest in land in the State of Maryland.

FIFTH: The address of the Surviving Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name and address of the resident agent of the Surviving Corporation in the State of Maryland are: M. David Schleider, 9101B Yellow Brick Road, Baltimore, Maryland 21237.

SIXTH: The terms and conditions of the merger described in these Articles of Merger (the "Merger") were advised, authorized, and approved by the Merging LLC in the manner and by the vote required by its Articles of Organization, Operating Agreement and the laws of the State of Maryland. The manner of approval was as follows:

The manager of the Merging LLC, by written consent dated December 19, 2005, adopted a resolution authorizing and approving the Merger, and directing that the Merger be submitted to the members of the Merging LLC for consideration and approval. The members of the Merging

LLC, at a special meeting duly called and held, duly authorized and adopted a resolution approving the Merger.

SEVENTH: The terms and conditions of the Merger were duly advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by its Certificate of Incorporation and the laws of the State of Delaware. The manner of approval was as follows:

The Board of Directors of the Surviving Corporation, by written consent dated December 19, 2005, adopted a resolution authorizing and approving the Merger.

EIGHTH: The Certificate of Incorporation of the Surviving Corporation will not be amended as a result of the Merger.

NINTH: The total number of shares of capital stock of all classes that the Surviving Corporation has authority to issue is seventy million (70,000,000) shares, consisting of sixty million (60,000,000) shares of Common Stock having a par value of one tenth of one cent (\$0.001) per share, and ten million shares of Preferred Stock having a par value of one tenth of one cent (\$0.001) per share. The aggregate par value of all authorized shares of capital stock having a par value is Seventy Thousand Dollars (\$70,000.00). The Common Stock of the Surviving Corporation is further divided into seventeen million (17,000,000) shares of Class A Common Stock and forty three million (43,000,000) shares of Class B Common Stock. The Class A Common Stock of the Surviving Corporation is further divided into twelve (12) series, designated as the Class A – Series 1 Common Stock, consisting of 5,906,991 shares, the Class A – Series 2 Common Stock, consisting of 1,600,000 shares, the Class A – Series 3 Common Stock, consisting of 424,752 shares, the Class A – Series 4 Common Stock, consisting of 1,180,000 shares, the Class A – Series 5 Common Stock, consisting of 1,192,000 shares, the Class A – Series 6 Common Stock, consisting of 1,435,776 shares, the Class A – Series 7 Common Stock, consisting of 350,168 shares, the Class A – Series 8 Common Stock, consisting of 1,575,873 shares, the Class A – Series 9 Common Stock, consisting of 954,664 shares, the Class A – Series 10 Common Stock, consisting of 515,464 shares, the Class A – Series 11 Common Stock, consisting of 1,688,720 shares and the Class A – Series 12 Common Stock, consisting of 175,592 shares.

TENTH: The membership interests of the Merging LLC are comprised of 12 different classes of membership interests, as follows:

- (i) The membership interests held by M. David Schleider, consisting of 726,906 shares of membership interests ("Shares") (or 36.37% of the total number of Shares);
- (ii) The membership interests held by Jeffrey Clayten, consisting of 200,000 Shares (or 10.01% of the total number of Shares);
- (iii) The membership interests held by Ryan Svehla, Richard P. Barnstein and Barbara Blumberg, consisting of 53,094 Shares (or 2.66% of the total number of Shares);

(iv) The membership interests held by the investor shareholders of the Merging LLC who paid \$1.00 per Share, consisting of 147,500 Shares (or 7.38% of the total number of Shares);

(v) The membership interests held by the profits only shareholders of the Merging LLC who received their Shares when the per share value placed on the Merging LLC was \$1.00, consisting of 149,000 Shares (or 7.46% of the total number of Shares);

(vi) The membership interests held by the investor shareholders of the Merging LLC who paid \$1.70 per Share, consisting of 179,472 Shares (or 8.98% of the total number of Shares);

(vii) The membership interests held by the profits only shareholders of the Merging LLC who received their Shares when the per share value placed on the Merging LLC was \$1.70, consisting of 43,771 Shares (or 2.19% of the total number of Shares);

(viii) The membership interests held by the investor shareholders of the Merging LLC who paid \$2.48 per Share, consisting of 131,984.08 Shares (or 6.60% of the total number of Shares);

(ix) The membership interests held by the profits only shareholders of the Merging LLC who received their Shares when the per share value placed on the Merging LLC was \$2.48, consisting of 119,333 Shares (or 5.97% of the total number of Shares);

(x) The membership interests held by the investor shareholders of the Merging LLC who paid \$3.104 per Share, consisting of 64,433 Shares (or 3.22% of the total number of Shares);

(xi) The membership interests held by the investor shareholders of the Merging LLC who paid \$3.88 per Share, consisting of 161,090 Shares (or 8.06% of the total number of Shares); and

(xii) The membership interests held by the profits only shareholders of the Merging LLC who received their Shares when the per share value placed on the Merging LLC was \$3.88, consisting of 21,949 Shares (or 1.10% of the total number of Shares).

ELEVENTH: The manner and basis of converting or exchanging outstanding shares of limited liability company membership interests of the Merging LLC into Surviving Corporation Common Stock, are as follows:

(a) At the effective time of the Merger in Delaware (the "Effective Time"), each outstanding Share (and fraction thereof) of the Merging LLC shall be converted into

7.53026209 shares (or fraction thereof) of the Class A Common Stock of the Surviving Corporation as follows:

(i) The Shares of the Merging LLC held by M. David Schleider shall be converted into shares of Class A – Series 1 Common Stock of the Surviving Corporation;

(ii) The Shares of the Merging LLC held by Jeffrey Clayton shall be converted into shares of Class A – Series 2 Common Stock of the Surviving Corporation;

(iii) The Shares of the Merging LLC held by Ryan Svehla, Richard P. Barnstein and Barbara Blumberg shall be converted into shares of Class A – Series 3 Common Stock of the Surviving Corporation;

(iv) The Shares of the Merging LLC issued to the Investor Shareholders who paid \$1.00 per share shall be converted into shares of Class A – Series 4 Common Stock of the Surviving Corporation;

(v) The Shares of the Merging LLC issued to the Profits Only Shareholders who received their Shares when the per share value placed on the Merging LLC was \$1.00 shall be converted into shares of Class A – Series 5 Common Stock of the Surviving Corporation;

(vi) The Shares of the Merging LLC issued to the Investor Shareholders who paid \$1.70 per share shall be converted into shares of Class A – Series 6 Common Stock of the Surviving Corporation;

(vii) The Shares of the Merging LLC issued to the Profits Only Shareholders who received their Shares when the per share value placed on the Merging LLC was \$1.70 shall be converted into shares of Class A – Series 7 Common Stock of the Surviving Corporation;

(viii) The Shares of the Merging LLC issued to the Investor Shareholders who paid \$2.48 per share shall be converted into shares of Class A – Series 8 Common Stock of the Surviving Corporation;

(ix) The Shares of the Merging LLC issued to the Profits Only Shareholders who received their Shares when the per share value placed on the Merging LLC was \$2.48 shall be converted into shares of Class A – Series 9 Common Stock of the Surviving Corporation;

(x) The Shares of the Merging LLC issued to the Investor Shareholders who paid \$3.104 per share shall be converted into shares of Class A – Series 10 Common Stock of the Surviving Corporation;

(xi) The Shares of the Merging LLC issued to the Investor Shareholders who paid \$3.88 per share shall be converted into shares of Class A – Series 11 Common Stock of the Surviving Corporation; and

(xii) The Shares of the Merging LLC issued to the Profits Only Shareholders who received their Shares when the per share value placed on the Merging LLC was \$3.88 shall be converted into shares of Class A – Series 12 Common Stock of the Surviving Corporation.

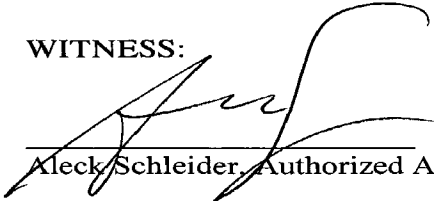
(b) Promptly after the Effective Time, the Surviving Corporation shall issue and deliver to each member of the Merging LLC at the Effective Time a certificate or certificates representing shares of Common Stock in the amounts described in paragraph (a) above.

TWELFTH: At the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind, nature, and description of the Merging LLC shall be transferred to, vested in, and devolved upon the Surviving Corporation without further act or deed, and all property, rights, and every other interest of the Merging LLC and the Surviving Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merging LLC and the Surviving Corporation, respectively. All rights of creditors of the Merging LLC and all liens upon any property of the Merging LLC shall be preserved unimpaired, and all debts, liabilities and duties of the Merging LLC shall attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

[signatures begin on next page]

IN WITNESS WHEREOF, on this 13 day of January 2005, the Merging LLC has caused these Articles of Merger to be executed and acknowledged in its name and on its behalf by its Manager and witnessed by its agent duly authorized, and the Surviving Corporation has caused these Articles of Merger to be executed and acknowledged in its name and on its behalf by its President and attested to by its Secretary, and the Manager of the Merging LLC and the President of the Surviving Corporation acknowledge that these Articles of Merger are the act of the party on whose behalf such individual is executing these Articles of Merger, and the Manager of the Merging LLC and the President of the Surviving Corporation further acknowledge that, as to all matters or facts set forth herein which are required to be verified under oath, such matters and facts are true in all material respects to the best of his knowledge, information and belief, and that this statement is made under the penalties for perjury.

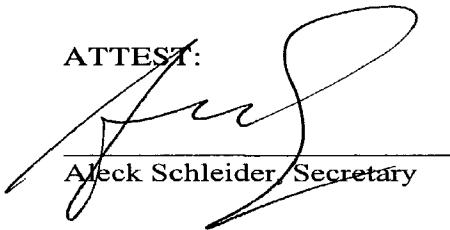
WITNESS:

  
Aleck Schleider, Authorized Agent

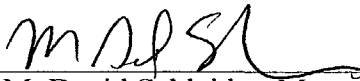
GRAND BRANDS, LLC

By:   
M. David Schleider, Manager

ATTEST:

  
Aleck Schleider, Secretary

GRAND BRANDS, INC.

By:   
M. David Schleider, Manager

CUST ID: 0001723523  
WORK ORDER: 0001166561  
DATE: 01-13-2006 04:28 PM  
AMT. PAID: \$150.00