

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cardinal Brands, Inc.		12/28/2007	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	CB Holdings, Inc.
Street Address:	643 Massachusetts Street, Suite 200
City:	Lawrence
State/Country:	KANSAS
Postal Code:	66044
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2682796	SCRAPFOLIO

CORRESPONDENCE DATA

Fax Number: (312)425-3909
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (312) 425-8514
 Email: chitm@nixonpeabody.com
 Correspondent Name: Janet M. Garetto
 Address Line 1: 161 N. Clark Street, 48th Floor
 Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	247083-568US
NAME OF SUBMITTER:	Janet M. Garetto
Signature:	/Janet M. Garetto/

Date:

01/26/2009

Total Attachments: 4

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STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

CARDINAL BRANDS, INC. – F00347378

INTO:

CB HOLDINGS, INC. – 00472366

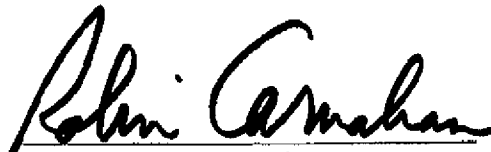
Organized and existing under laws of Missouri and Nevada have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

CB HOLDINGS, INC. – 00472366

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
28th day of December, 2007.


Secretary of State



ARTICLES OF MERGER
OF
CARDINAL BRANDS, INC.
WITH AND INTO
CB HOLDINGS, INC.
UNDER SECTION 351.447 OF THE
GENERAL AND BUSINESS CORPORATION LAW

December 28, 2007

Pursuant to the provisions of Section 351.447 of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following information relating to the merger of Cardinal Brands, Inc., a Nevada corporation, with and into CB Holdings, Inc., a Missouri corporation (the "Merger"):

1. The constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
Cardinal Brands, Inc.	Nevada
CB Holdings, Inc.	Missouri

2. The Agreement and Plan of Merger, dated as of December 28, 2007 (the "Merger Agreement"), between Cardinal Brands Inc. and CB Holdings, Inc. has been adopted by CB Holdings, Inc. pursuant to Section 351.447 of the General and Business Corporation Law of the State of Missouri and adopted by Cardinal Brands, Inc. pursuant to the laws of Nevada. The Board of Directors of Cardinal Brands, Inc. by unanimous written consent, dated December 28, 2007, has approved the Merger Agreement. The Board of Directors of CB Holdings, Inc. by unanimous written consent, dated December 28, 2007, has approved the Merger Agreement. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.
3. The resolutions of the Board of Directors of CB Holdings, Inc. approving the Merger Agreement are as follows:

RESOLVED, that the Merger Agreement is hereby approved and adopted in accordance with and pursuant to Section 351.447 of the General and Business Corporation Law of Missouri.

State of Missouri
Merger - General Business - Domestic 12 Page(s)



TRADEMARK

REEL: 003924 FRAME: 0632

FURTHER RESOLVED, that the officers of CB Holdings, Inc. are hereby authorized and directed to execute all documents, make all filings, provide all notices, obtain all consents and approvals and otherwise do all things necessary or required to effect the transactions contemplated hereby, including, without limitation, executing and filing Articles of Merger with the Secretary of State of the State of Missouri; and

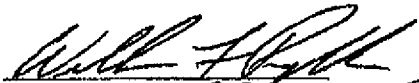
FURTHER RESOLVED, that all acts done by the directors and officers of CB Holdings, Inc. in furtherance of the merger approved and the resolutions adopted hereby, including, without limitation, the execution and filing with the Secretary of State of the State of Missouri by the officers of CB Holdings, Inc. of all required documents, including, without limitation, Articles of Merger are hereby approved, confirmed and ratified.

4. At the time of the adoption of the resolutions above referred to, and at the present time, one hundred percent (100%), of the outstanding shares of Cardinal Brands, Inc. were and are wholly owned by CB Holdings, Inc. The parent corporation, CB Holdings, Inc., is in compliance with the ninety percent (90%) ownership requirement of Section 351.447 of the General and Business Corporation Law of Missouri, and will maintain at least ninety percent (90%) ownership of Cardinal Brands, Inc. until the issuance of the Certificate of Merger by the Secretary of State of Missouri.
5. The name of the surviving corporation is CB Holdings, Inc.
6. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is 643 Massachusetts Street, Suite 200, Lawrence, KS 66044.
7. This Articles of Merger shall be effective upon filing with the Secretary of State of the State of Missouri.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be signed as of the day and year first above written.

CB HOLDINGS, INC.

By: 
Name: WILLIAM F. PAPARELLA
Title: PRESIDENT
12-28-07