

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/08/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Midwest of Cannon Falls, Inc.		07/08/2009	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	MIDWEST - CBK, INC.
Street Address:	600 East Sherwood Drive
City:	Union City
State/Country:	TENNESSEE
Postal Code:	38261
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	3558487	ACCENTS TO BRIGHTEN YOUR HOME
Registration Number:	3620084	DELIGHT
Registration Number:	2674103	HEARTFELTS
Registration Number:	2719759	HERITAGE MARKET
Registration Number:	3006187	INSPIRING TRADITIONS
Registration Number:	3097384	ON TREND & STYLE
Registration Number:	2872310	PURE DELIGHT
Serial Number:	77472218	RE:VIVE
Registration Number:	2870011	SAGAMORE HILL
Registration Number:	3021645	SCF
Registration Number:	2858472	SEASONS OF CANNON FALLS
Registration Number:	2858497	SEASONS OF CANNON FALLS
Registration Number:	3306689	SERENITY BY SEASONS OF CANNON FALLS

OP \$390.00 3558487

Registration Number:	2624182	THE ORIGINAL S'MORES
Registration Number:	2555774	THE ORIGINAL S'MORES

**CORRESPONDENCE DATA**

Fax Number: (213)813-5901  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 813-5900  
Email: anicolescu@fzlj.com  
Correspondent Name: SUSAN UPTON DOUGLASS  
Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.  
Address Line 2: 866 UNITED NATIONS PLAZA  
Address Line 4: NEW YORK, NEW YORK 10017

NAME OF SUBMITTER:	Michael S. Novins
Signature:	/michael novins/
Date:	07/30/2009

Total Attachments: 7  
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***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on July 8, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

09070800016f

CERTIFICATE OF MERGER  
 OF  
 CBK STYLES, INC.  
 AND  
 MIDWEST OF CANNON FALLS, INC.  
 INTO  
 MIDWEST - CBK, INC.  
 UNDER  
 SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Michael Novins and Jeffrey Boak, being respectively the vice-president and the assistant secretary of Midwest - CBK, Inc., CBK Styles, Inc. and Midwest of Cannon Falls, Inc., hereby certify:

1. (a) The name of each constituent corporation is as follows:

Midwest - CBK, Inc. (incorporated as Valley Candle Mfg. Co., Inc.)

CBK Styles, Inc.

Midwest of Cannon Falls, Inc.

- (b) The name of the surviving corporation is Midwest - CBK, Inc. and following the merger its name shall be Midwest - CBK, Inc..

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Midwest - CBK, inc.	100 shares par value \$.20	Common Stock	N/A
CBK Styles, Inc.	1,000 shares par value \$0.001	Common Stock	N/A
Midwest of Cannon Falls, Inc.	100) shares no par value	Common Stock	N/A

3. No changes will be made in the certificate of incorporation of the surviving entity.

4. Midwest of Cannon Falls, Inc. one of the non-surviving corporations, was qualified to do business in New York on March 27, 1997. CBK Styles, Inc., the other non-surviving corporation, is not qualified to do business in New York.

5. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State is as follows:

NAME OF CORPORATION

DATE OF INCORPORATION

Midwest - CBK, Inc.

May 9, 1933

CBK Styles, Inc.  
(filed with Delaware Secretary of State)

December 12, 2002

Midwest of Cannon Falls, Inc.  
(filed with Minnesota Secretary of State)

August 30, 1972

6. The merger (or consolidation) was adopted by Midwest - CBK, Inc., by the unanimous written consent of the sole shareholder pursuant to Section 615 of the New York Business Corporation Law.


7. CBK Styles, Inc. has complied with the applicable provisions of the laws of the State of Delaware, in which it is incorporated and this merger is permitted by such laws. Midwest of Cannon Falls, Inc. has complied with the applicable provisions of the laws of the State of Minnesota, in which it is incorporated and this merger is permitted by such laws. The merger was authorized with respect to said corporations by the unanimous written consent of the sole shareholder pursuant to the applicable law.

8. The merger shall be effective upon filing.

IN WITNESS WHEREOF, we have signed this certificate on the 2<sup>nd</sup> day of July, 2009, and we affirm the statements contained therein as true under penalties of perjury.

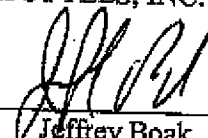
MIDWEST - CBK, INC.

By:

  
\_\_\_\_\_  
Jeffrey Boak  
Assistant Secretary

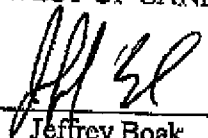
CBK STYLES, INC.

By:

  
\_\_\_\_\_  
Jeffrey Boak  
Assistant Secretary

MIDWEST OF CANNON FALLS, INC.

By:

  
\_\_\_\_\_  
Jeffrey Boak  
Assistant Secretary

090708000/68

Certificate of Merger

(Title of Document)

OF

Midwest - CBK, Inc.

(Entity Name)

617

Under Section 904 of the Business Corporation Law  
(Law under which filing made)

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 08 2009

TAXS

-

BY:

OWL

Filed by:

Josh Berger, Blyth, Inc.

(Name)

One East Weaver Street

(Mailing address)

Greenwich, CT 06831

(City, State and ZIP code)

617

090708000/94

TRADEMARK

REEL: 004034 FRAME: 0417

State of Minnesota

**SECRETARY OF STATE**

*Certificate of Merger*

*I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

*DE: CBK STYLES, INC.  
MN: MIDWEST OF CANNON FALLS, INC.  
NY: MIDWEST-CBK, INC.*

*State of Formation and Name of Surviving Entity:*

*NY: MIDWEST-CBK, INC.*

*Effective Date of Merger: June 27, 2009*

*Name of Surviving Entity After Effective Date of Merger:*

*MIDWEST-CBK, INC.*

*This certificate has been issued on: June 24, 2009*



*Mark Ritchie*  
Secretary of State.

2D-1037

DC M



ARTICLES OF MERGER  
of  
CBK Styles, Inc. and Midwest of Cannon Falls, Inc. ✓  
into  
Midwest - CBK, Inc. ✓

Pursuant to the provisions of the Minnesota Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The plan of merger is set forth in an Agreement of Merger which is on file at Blyth, Inc., One East Weaver Street, Greenwich, CT 06831. A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations. Pursuant to the merger, CBK Styles, Inc., a Delaware corporation, and Midwest of Cannon Falls, Inc., a Minnesota corporation will merge with and into Midwest - CBK, Inc., a New York corporation. The merger will be effective June 27, 2009 (the "Effective Time"). The CBK Styles, Inc. and Midwest of Cannon Falls, Inc. shares issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration and shall not constitute capital stock of the Surviving Corporation.
2. The plan has been approved by each constituent pursuant to Chapter 302A of the Minnesota Statutes and each foreign corporation pursuant to the corporation law of its state of incorporation.
3. Midwest - CBK, Inc., the surviving corporation agrees that:

It may be served with process in the state of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it.

The secretary of state is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is

c/o General Counsel, Blyth, Inc., One East Weaver Street, Greenwich, CT 06831.

It will promptly pay to the dissenting shareholders of any corporation organized under the laws of Minnesota which is a party to the merger the amount, if any, to which they are entitled under section 302A.473 of the Business Corporation Act.

Date: June 19, 2009

Midwest - CBK, Inc.

By: Michael Novins  
Michael Novins  
Vice President

CBK Styles, Inc.

By: Michael Novins  
Michael Novins  
Vice President

Midwest of Cannon Falls, Inc.

By: Michael Novins  
Michael Novins  
Vice President



## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is made and entered into as of the 15<sup>th</sup> day of June, 2009, by and among Midwest – CBK, Inc. ("MWCBK"), a New York corporation, CBK Styles, Inc. ("CBK"), a Delaware corporation and Midwest of Cannon Falls, Inc. ("Midwest"), a Minnesota corporation. MWCBK, CBK and Midwest are hereinafter collectively referred to as the "Merging Entities".

WHEREAS, as of the date hereof, the authorized capital stock of

- MWCBK consists of one hundred (100) shares of Common Stock, par value \$100.00 per share, of which no shares are issued and outstanding; two hundred thousand (200,000) shares of Common Stock, par value \$0.20 per share, of which 100 shares are issued and outstanding; and one thousand one hundred twenty-five (1,125) shares of Preferred Stock, par value \$0.20 per share, of which no shares are issued and outstanding;
- CBK consists of one thousand (1,000) shares of Common Stock, par value \$0.001 per share, of which 100 shares are issued and outstanding;
- Midwest consists of one thousand (1,000) shares of Common Stock, with no par value, of which 100 shares are issued and outstanding;

WHEREAS, the Boards of Directors of MWCBK, CBK and Midwest (collectively, the "Boards of Directors") have deemed it advisable and in the best interests of all parties for CBK and Midwest to merge with and into MWCBK, upon the terms and conditions herein provided;

WHEREAS, the Boards of Directors have approved and adopted this Plan;

WHEREAS, following such approvals, the Boards of Directors, pursuant to the applicable provisions of the New York, Delaware and Minnesota Corporation Law (such laws together being hereinafter referred to as the "Applicable Law"), directed that this Plan be submitted for approval by the shareholders of each of the Merging Entities and recommended that such shareholders approve this Plan; and

WHEREAS, the shareholders of each of the Merging Entities did thereafter approve this Plan by unanimous written consent.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, each of MWCBK, CBK and Midwest hereby agree to merge in accordance with the following plan:

1. Merger; Effective Time. CBK and Midwest shall be merged (the "Merger") with and into MWCBK, which is hereby designated as the "Surviving Corporation", all as, and with the effects, provided by the Applicable Law. Not later than June 27, 2009, an appropriate certificate of merger shall be executed by the Surviving Corporation, and filed with the New York, Delaware and Minnesota Secretaries of State in the manner prescribed by the Applicable Law. The Merger shall become effective at the close of business on June 27, 2009 (the "Effective Time").

2. Name of the Surviving Corporation. The name of the Surviving Corporation will be Midwest – CBK, Inc.

3. Directors and Officers and Governing Documents. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation upon the Effective Time. The Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable law. The Certificate of

TRADEMARK