

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/01/1998		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Blue Sky Natural Beverage Co.		08/01/1998
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Blue Sky Natural Foods Incorporated		
Street Address:	510 Don Gaspar Avenue		
City:	Santa Fe		
State/Country:	NEW MEXICO		
Postal Code:	87501		
Entity Type:	CORPORATION: NEW MEXICO		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2214762	BLUE SKY
	Registration Number:	2273837	REACH FOR THE SKY
CORRESPONDENCE DATA			
Fax Number:	(949)760-9502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-760-0404		
Email:	efiling@kmob.com		
Correspondent Name:	Alina S. Morris		
Address Line 1:	2040 Main Street, 14th Floor		
Address Line 2:	Knobbe Martens Olson and Bear, LLP		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	HANBEV.038T/039T		
NAME OF SUBMITTER:	Alina S. Morris		

OP \$65.00 2214762

900140298

**TRADEMARK
 REEL: 004038 FRAME: 0360**

Signature:	/Alina S. Morris/
Date:	08/05/2009
Total Attachments: 8 source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page1.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page2.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page3.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page4.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page5.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page6.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page7.tif source=1998-08-01 Merger of Blue Sky Natural Beverage Co. (DE) into Blue Sky Natural Foods Incorporated (NM)#page8.tif	

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF MERGER

OF

BLUE SKY NATURAL FOODS INCORPORATED

3170131


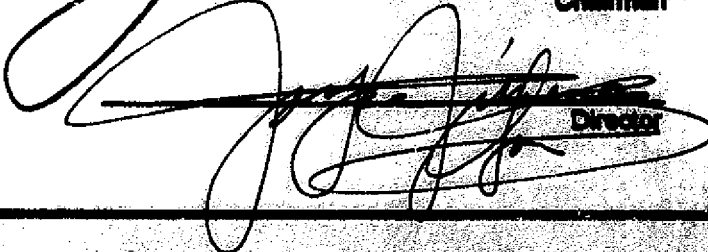
The State Corporation Commission certifies that duplicate originals of the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger.

Dated: SEPTEMBER 18, 1998

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

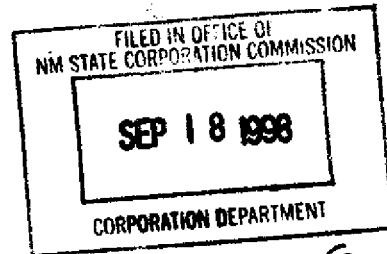



Chairman

Director

TRADEMARK

REEL: 004038 FRAME: 0362

3170131



**ARTICLES OF MERGER OF
BLUE SKY NATURAL BEVERAGE CO. 1443472 (DE)**

INTO

BLUE SKY NATURAL FOODS INCORPORATED 1935022 (NM)

Pursuant to Section 53-14-7 of the New Mexico Business Corporation Act, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is **BLUE SKY NATURAL FOODS INCORPORATED**.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in New Mexico on May 6, 1998.

ARTICLE III

The name of the nonsurviving corporation is **BLUE SKY BEVERAGE CO.**

The state of domicile of the nonsurviving corporation is Delaware.

The date of incorporation of the nonsurviving corporation is October 25, 1985.

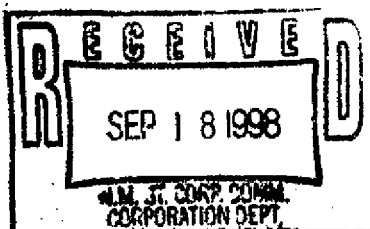
ARTICLE IV

The Agreement of Merger and Plan of Reorganization containing the information required by Section 53-14-4.A(1) of the New Mexico Business Corporation Act is set forth in Exhibit A, which is attached hereto and made a part hereof by reference.

ARTICLE V

The manner of adoption and vote of the surviving corporation were as follows:

Duly approved shareholder action. The number of outstanding shares entitled to vote thereon was 600 shares of common stock. The vote of the shareholders was 600 shares in favor; 0 shares opposed; 0 shares abstaining.



TRADEMARK

REEL: 004038 FRAME: 0363

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation were as follows:

Duly approved shareholder action. The number of outstanding shares entitled to vote thereon was 600 shares of common stock. The vote of the shareholders was 600 shares in favor; 0 shares opposed; 0 shares abstaining.

ARTICLE VII

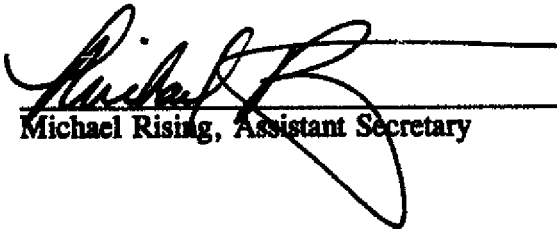
These Articles of Merger will be effective on August 1, 1998.

IN WITNESS WHEREOF, the undersigned being the President of the surviving corporation, executes these Article of Merger and verifies, subject to the penalties of perjury, that the statements contained therein are true this 30 day of July, 1998.

BLUE SKY NATURAL FOODS INCORPORATED


By: Robert Black, President

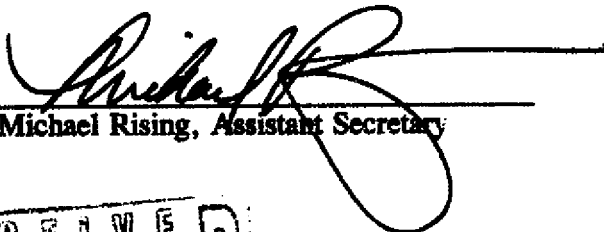
Attest:

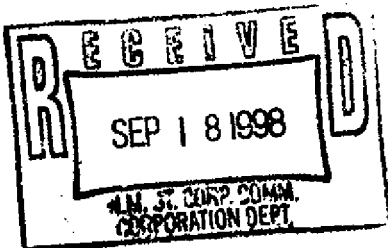

Michael Rising, Assistant Secretary

BLUE SKY NATURAL BEVERAGE CO.


By: Robert Black, President

Attest:


Michael Rising, Assistant Secretary



STATE OF NEW MEXICO)
) ss.
COUNTY OF SANTA FE)

On the 30 day of July 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert Black, who executed the aforesaid Articles of Merger of BLUE SKY NATURAL BEVERAGE CO. as the President thereof into BLUE SKY NATURAL FOODS INCORPORATED.



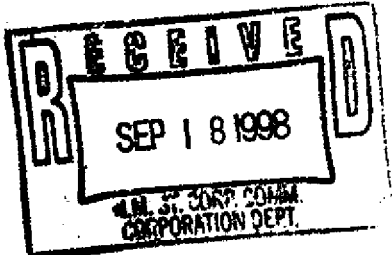
Debbie Montoya

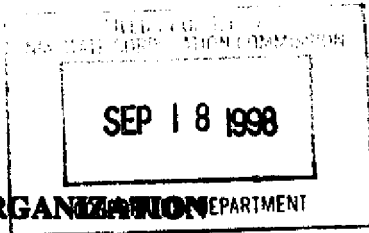
Notary Public

My Commission Expires:

4/10/2000

bluskyart.mer





AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated August 1, 1998, by and between **BLUE SKY NATURAL BEVERAGE CO.**, a Delaware corporation (hereinafter called "Beverage"), and **BLUE SKY NATURAL FOODS INCORPORATED**, a New Mexico corporation (hereinafter called "Foods").

WHEREAS:

1. The Boards of Directors of Beverage and Foods have resolved that such corporations be merged pursuant to the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of New Mexico into a single corporation existing under the laws of the State of New Mexico, to wit, Blue Sky Natural Foods Incorporated, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code (the "Merger"); and

2. The authorized capital stock of Beverage consists of 3,000 shares of Common Stock having no par value (hereinafter called "Beverage Common Stock"), of which 600 shares are issued and outstanding; and

3. The authorized capital stock of Foods consists of 100,000 shares of Common Stock (hereinafter called "Foods Common Stock"), of which 600 shares are issued and outstanding; and

4. The respective Boards of Directors of Beverage and Foods have approved the Merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties agree in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of New Mexico that Beverage and Foods shall be, at the Effective Date (as hereinafter defined), merged into a single corporation existing under the laws of the State of New Mexico, to wit, Blue Sky Natural Foods Incorporated, which shall be the Surviving Corporation, and the parties adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholders' Meetings; Filings; Effects of Merger.

1.1 Beverage Shareholders' Meeting. Beverage shall call a meeting of its shareholders to be held in accordance with the General Corporation Law of the State of Delaware at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement, or, alternatively, such shareholders shall adopt this Agreement and approve the Merger by unanimous written consent.

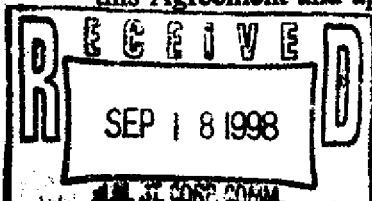


EXHIBIT A

TRADEMARK

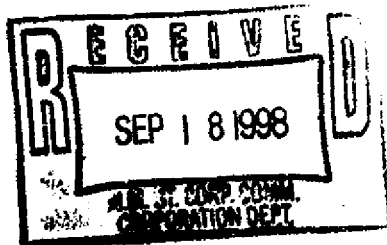
1.2 Action by Beverage as Sole Stockholder of Foods. On or before July 31, 1998, Beverage, as the sole stockholder of Foods, shall adopt this Agreement in accordance with the Business Corporation Act of the State of New Mexico.

1.3 Filing of Certificate of Merger: Effective Date. If (a) this Agreement is adopted by the shareholders of Beverage in accordance with the General Corporation Law of the State of Delaware, and (b) this Agreement is adopted by Beverage as the sole shareholder of Foods, in accordance with the Business Corporation Act of the State of New Mexico, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of New Mexico and Articles of Merger shall be filed in accordance with the General Corporation Law of the State of Delaware. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in New Mexico, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Beverage and Foods shall cease, and Beverage shall be merged into Foods which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Beverage; and all and singular, the rights, privileges, powers, and franchises of Beverage and all property, real, personal, and mixed, and all debts due to Beverage on whatever account, as well for stock subscriptions and all other things in action or belonging to Beverage, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Beverage, and the title to any real estate vested by deed or otherwise, under the laws of New Mexico or Delaware or any other jurisdiction, in Beverage, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Beverage shall be preserved unimpaired, and all debts, liabilities, and duties of Beverage thenceforth shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Beverage or the corresponding officers of the Surviving Corporation, may, in the name of Beverage, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Beverage's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation: Certificate of Incorporation: Bylaws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Blue Sky Natural Foods Incorporated.



2.2 Certificate of Incorporation. The Articles of Incorporation of Foods as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of Foods, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of Beverage and the nature and amount of securities of Foods which the holders of shares of Beverage Common Stock are to receive in exchange for such shares are as follows:

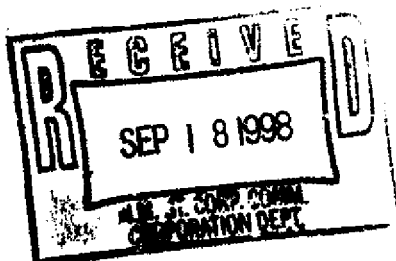
3.1 Beverage Common Stock. Each one share of Beverage Common Stock which shall be issued and outstanding immediately before the Effective Date shall be converted by virtue of the Merger and without any action on the part of the holder thereof, at the Effective Date into one fully paid share of Foods Common Stock, and outstanding certificates representing shares of Beverage Common Stock thereafter shall represent shares of Foods Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Foods Common Stock Held By Beverage. All issued and outstanding shares of Foods Common Stock held by Beverage immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous.

4.1 This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date, and whether before or after approval of this Agreement of Merger by the shareholders of Beverage, if the Board of Directors of Beverage or of the Surviving Corporation duly adopts a resolution abandoning this Agreement.

4.2 For the convenience of the parties and to facilitate the provisions of this Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

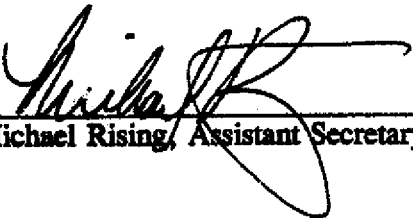


IN WITNESS WHEREOF, this Agreement has been executed by Blue Sky Natural Beverage Co. and Blue Sky Natural Foods Incorporated on the date first above written.

BLUE SKY NATURAL BEVERAGE CO.

By: 
Robert Black, President

ATTEST:


Michael Rising, Assistant Secretary

BLUE SKY NATURAL FOODS INCORPORATED

By: 
Robert Black, President

ATTEST:


Michael Rising, Assistant Secretary

blusky\smgrcor.agm

