

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sprinkles Cupcakes, Inc.		12/31/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Sprinkles Cupcakes, Inc.
Street Address:	9635 Little Santa Monica Blvd.
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	78684122	SPRINKLES CUPCAKES
Serial Number:	78684128	SPRINKLES CUPCAKES
Serial Number:	78684130	
Serial Number:	78829040	SPRINKLES
Serial Number:	77106034	BOO SPOOKY CUPCAKES
Serial Number:	77106064	DAD DIGS CUPCAKES
Serial Number:	77106061	XOX KISSES AND CUPCAKES
Serial Number:	77106057	PEACE AND CUPCAKES
Serial Number:	77106037	EAT TURKEY AND CUPCAKES
Serial Number:	77106046	HOP FOR CUPCAKES
Serial Number:	77106050	JOY OF CUPCAKES
Serial Number:	77106053	MOM LOVES CUPCAKES
Serial Number:	77188330	RED CARPET CUPCAKE

CH \$390.00 78684122

900146032

**TRADEMARK
 REEL: 004083 FRAME: 0983**

Serial Number:	77195398	YOU DESERVE CUPCAKES
Serial Number:	77293370	CUPCAKE CONCIERGE

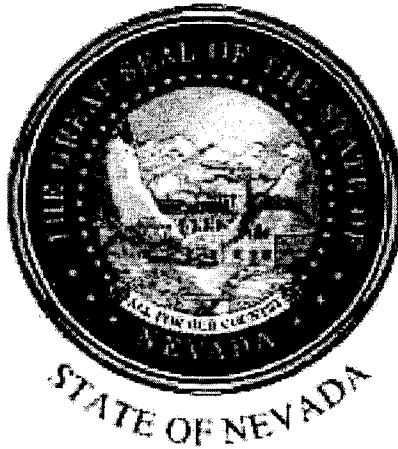
CORRESPONDENCE DATA

Fax Number: (650)493-6811
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (650) 493-9300
Email: trademarks@wsgr.com
Correspondent Name: Wilson Sonsini Goodrich & Rosati
Address Line 1: 650 Page Mill Road
Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	32524-900
NAME OF SUBMITTER:	Hollis Beth Hire
Signature:	/Hollis Beth Hire/
Date:	10/23/2009

Total Attachments: 8
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SECRETARY OF STATE



FOREIGN CORPORATE QUALIFICATION

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SPRINKLES CUPCAKES, INC.** did on December 31, 2007 file in this office Articles of Incorporation in this State and is now on file and of record in the office of the Nevada Secretary of State, and that further, that said Corporation is at the date of this Certificate duly qualified to exercise therein all the powers recited in its Articles of Incorporation and to transact business in the State of Nevada in accordance with the laws governing Corporations in said State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 31, 2007.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

By

Certification Clerk

TRADEMARK

REEL: 004083 FRAME: 0985



ROSS MILLER
 Secretary of State
 208 North Carson Street
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Filed in the office of 	Document Number 20070885148-73
Ross Miller Secretary of State State of Nevada	Filing Date and Time 12/31/2007 8:30 AM
	Entity Number E0884652007-6

Articles of Incorporation
 (PURSUANT TO NRS 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

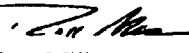
1. Name of Corporation:	Sprinkles Cupcakes, Inc.		
2. Resident Agent Name and Street Address: <i>(must be a Nevada address where process may be served)</i>	Corporation Trust Company of Nevada		
	Name 6100 Neil Rd, Suite 500	City Reno	State Zip Code Nevada 89511
	(MANDATORY) Physical Street Address	City	State Zip Code
	(OPTIONAL) Mailing Address	City	State Zip Code
3. Shares: <i>(number of shares corporation is authorized to issue)</i>	Number of shares with par value: 1,000	Par value per share: \$ 1	Number of shares without par value:
4. Names & Addresses of the Board of Directors/Trustees: <i>(each Director/Trustee must be a natural person at least 18 years of age. Attach additional page if more than 3 directors/trustees)</i>	1. Charles E. Nelson II Name 220 East Flamingo Road, Suite 419 Street Address Las Vegas NV 89169 City State Zip Code 2. Candace C. Nelson Name 220 East Flamingo Road, Suite 419 Street Address Las Vegas NV 89169 City State Zip Code 3. Name Street Address City State Zip Code		
5. Purpose: <i>(optional - see instructions)</i>	The purpose of this Corporation shall be:		
6. Name, Address and Signature of Incorporator: <i>(attach additional page if more than 1 incorporator)</i>	Spencer W. Haines Name Signature 211 N. Robinson, 10th Floor, Two Leadership Square Address Oklahoma City OK 73071 City State Zip Code		
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. <input checked="" type="checkbox"/> Authorized Signature of R. A. or On Behalf of R. A. Company John J. Linnihan, Asst. VP Date 12/31/2007		

This form must be accompanied by appropriate fees.

State of Nevada Secretary of State
 208 North Carson Street
 Carson City, Nevada 89701



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 6708
 Website: secretaryofstate.biz

Filed in the office of 	Document Number 20070885147-62
Ross Miller Secretary of State State of Nevada	Filing Date and Time 12/31/2007 8:30 AM Entity Number E0884652007-6

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 1

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(Pursuant to Nevada Revised Statutes Chapter 92A)
 (excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Sprinkles Cupcakes, Inc.

Name of merging entity

California

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Sprinkles Cupcakes, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

File with the Secretary of State, 200 North Carson Street, Carson City, NV 89701-4299
 (775) 684-6708



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn:

c/o:

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

and, or;

.....
 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Revised January 2010
 Form 100-100-001 Page 2 of 2
 Revised 01/14/10



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of :

.....
Sprinkles Cupcakes, Inc.
 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or,

.....
Sprinkles Cupcakes, Inc.
 Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State, 204 North Carson Street, Carson City, NV 89701-4299
 (775) 684-5708



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

.....
 Name of merging entity, if applicable

Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

.....
 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Revised 10/15/03 by the Secretary of State. Page 4 of 4.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)**:

[Empty dotted box for amendments]

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: 11:59 p.m. pst on 12/31/07

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

File with the Secretary of State: AM Merger - State Seal
 Form No. 303 (2/2007)



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)* (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Sprinkles Cupcakes, Inc.
 Name of merging entity
 X [Signature] Charles E. Nelson II, President
 Signature Title Date

Name of merging entity
 X _____
 Signature Title Date

Name of merging entity
 X _____
 Signature Title Date

Name of merging entity
 X _____
 Signature Title Date

Sprinkles Cupcakes, Inc.
 Name of surviving entity
 X [Signature] Charles E. Nelson II, President
 Signature Title Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State - AMK/berger Page 4 of 10
 1/26/2009 10:41:02 AM