

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Daystar Cheesecake, LLC		12/15/2008	LIMITED LIABILITY COMPANY: VIRGINIA
RECEIVING PARTY DATA			
Name:	Daystar Desserts, LLC		
Street Address:	10440 Leadbetter Road		
City:	Ashland		
State/Country:	VIRGINIA		
Postal Code:	23005		
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2804725	THE ORIGINAL GOURMET CHEESECAKE WORLD'S BEST CHEESECAKE EST. 1957	
CORRESPONDENCE DATA			
Fax Number:	(804)697-2135		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	804-697-2035		
Email:	mdavis@spottsfain.com		
Correspondent Name:	Mary Elizabeth Davis		
Address Line 1:	411 E. Franklin Street		
Address Line 2:	Suite 600		
Address Line 4:	Richmond, VIRGINIA 23219		
NAME OF SUBMITTER:	Mary Elizabeth Davis		
Signature:	/Mary Elizabeth Davis/		

OP \$40.00 2804725

900146310

**TRADEMARK
 REEL: 004086 FRAME: 0219**

Date:

10/28/2009

Total Attachments: 4

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ARTICLES OF MERGER
of
DAYSTAR ENTERPRISES, LTD.
(a New York Corporation)
and
DAYSTAR CHEESECAKE, LLC
(a Virginia limited liability company)

WITH ARTICLES OF AMENDMENT TO
THE ARTICLES OF ORGANIZATION FOR
DAYSTAR CHEESECAKE, LLC

The undersigned corporation and limited liability company, pursuant to Title 13.1, Chapter 12, Article 13 of the Code of Virginia (1950), as amended (the "Virginia Code"), hereby execute the following Articles of Merger and set forth the following:

ARTICLE 1
PLAN OF MERGER

1. **Names of Merging Entities and Surviving Entity:** Daystar Enterprises, Ltd. shall be merged with and into Daystar Cheesecake, LLC for all purposes as of the Effective Date (as defined below) of the merger, with Daystar Cheesecake, LLC being the surviving entity.
2. **States of Incorporation and Organization:** Daystar Enterprises, Ltd. is a New York stock corporation. The surviving limited liability company, Daystar Cheesecake, LLC, is a Virginia limited liability company.
3. **Terms of the Merger:** On the Effective Date (as defined below) of the merger, the separate existence of Daystar Enterprises, Ltd. shall cease and said corporation shall be merged in accordance with the terms of this Plan of Merger into Daystar Cheesecake, LLC. Daystar Cheesecake, LLC (the "Surviving LLC") shall succeed, without other transfer, to all the rights and property, real, personal and mixed, of Daystar Enterprises, Ltd. and Daystar Cheesecake, LLC and shall be subject to all the debts, liabilities, and other obligations of Daystar Enterprises, Ltd. and Daystar Cheesecake, LLC in the same manner as if the Surviving LLC had itself incurred such debts, liabilities, and other obligations; all rights of creditors and all liens upon any property of each of Daystar Enterprises, Ltd. and Daystar Cheesecake, LLC shall be preserved unimpaired; and any action or proceeding pending by or against Daystar Enterprises, Ltd. and Daystar Cheesecake, LLC may be prosecuted to judgment, which shall bind the Surviving LLC, or the Surviving LLC may be proceeded against or substituted in its place.
4. **Conversion of Shares into Membership Units:** Daystar Enterprises, Ltd. has one class of common stock of which 200 are authorized and 200 have been issued. Each

one (1) share of common stock in Daystar Enterprises, Ltd. shall be converted into one (1) membership interest in Daystar Cheesecake, LLC. As of the Effective Date, Daystar Cheesecake, LLC shall have only one class of membership interest and each shareholder of common stock in Daystar Enterprises, Ltd. shall become a member of the Surviving LLC.

5. **Articles of Amendment:** On the Effective Date (as defined below) of the merger the Articles of Amendment attached hereto as **Exhibit A** shall become effective to change the name of Daystar Cheesecake, LLC to "Daystar Desserts, LLC" and to make the other changes noted thereon.
6. **Effective Date of the Merger:** The merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2008 (the "Effective Date"), or upon the date of issuance of the Certificate of Merger by the Clerk of the State Corporation Commission of the Commonwealth of Virginia (the "Clerk of SCC"), whichever is later.

ARTICLE 2
APPROVAL OF PLAN OF MERGER

1. The Plan of Merger was adopted by the unanimous consent of the board of directors and shareholders of Daystar Enterprises, Ltd., on December 15, 2008, in accordance with section 615 of the Business Corporation Law of the State of New York.
2. The Plan of Merger was adopted by the unanimous consent of the members of Daystar Cheesecake, LLC, on December 15, 2008, in accordance with section 13.1-1071 of the Virginia Code.

ARTICLE 3
MERGER PERMITTED BY
LAWS OF FOREIGN CORPORATION

The merger referenced herein is authorized by the Business Corporation Law of the State of New York and Daystar Enterprises, Ltd. has complied with such laws in effecting the merger.

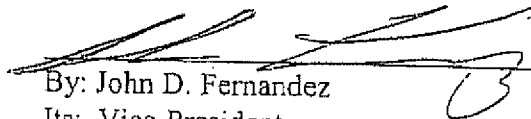
[Signatures follow on next page]

The undersigned have caused these Articles of Merger to be executed by their duly authorized representatives as of the 15th day of December, 2008.

DAYSTAR ENTERPRISES, LTD.,
a New York corporation

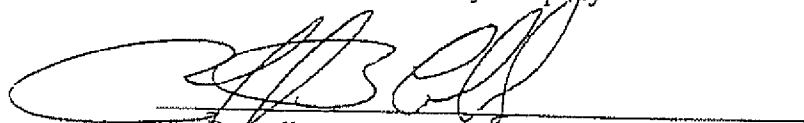


By: Russell B. Cobb
Its: President

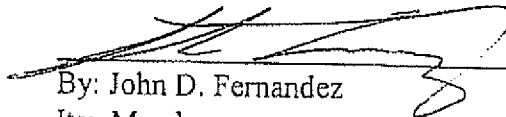


By: John D. Fernandez
Its: Vice-President

DAYSTAR CHEESECAKE, LLC,
a Virginia limited liability company



By: Russell B. Cobb
Its: Member



By: John D. Fernandez
Its: Member

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
DAYSTAR CHEESECAKE, LLC

ONE

The name of the limited liability company is "DAYSTAR CHEESECAKE, LLC" (the "Company").

TWO

The Articles of Organization are hereby amended to amend Article One to change the name of the Company to "DAYSTAR DESSERTS, LLC"

THREE

Article VI of the Articles of Organization is hereby amended to read: "The Company shall be a Manager-Managed limited liability company."

FOUR

The foregoing amendments to the Articles of Organization were adopted on December 15, 2008, but shall not become effective until the Effective Date of the Certificate of Merger issued pursuant to the Articles of Merger to which these Articles of Amendment are attached.

FIVE

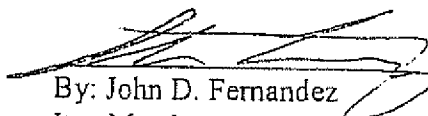
The amendments to the Articles of Organization were unanimously approved the members of the Company.

Dated December 15, 2008

DAYSTAR CHEESECAKE, LLC,
a Virginia limited liability company



By: Russell B. Cobb
Its: Member



By: John D. Fernandez
Its: Member