

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Superior Quality Foods, Inc.		12/30/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Southeastern Mills, Inc.
Street Address:	100 East First Avenue
City:	Rome
State/Country:	GEORGIA
Postal Code:	31063
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	77705693	TOMORROW'S STOCK
Serial Number:	77460150	SALSARRIBA
Serial Number:	77437424	MEJOR QUE CALDO
Serial Number:	77103202	BETTER THAN GRAVY
Serial Number:	76322924	SUPERIOR TOUCH BETTER THAN BOUILLON
Serial Number:	76319669	SUPERIOR TOUCH
Serial Number:	76322959	SUPERIOR TOUCH CROCKERY GOURMET
Serial Number:	76381666	STEAMER GOURMET
Serial Number:	74383911	CROCKERY GOURMET
Serial Number:	74271831	BETTER THAN BOUILLON
Serial Number:	74161444	SUPERIOR TOUCH

CORRESPONDENCE DATA

CH \$290.00 77705693

900152427

**TRADEMARK
 REEL: 004133 FRAME: 0444**

Fax Number: (404)853-8806
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-853-8127
Email: julie.murphy@sutherland.com
Correspondent Name: Sutherland Asbill & Brennan LLP
Address Line 1: 999 Peachtree Street NE
Address Line 4: Atlanta, GEORGIA 30309-3996

ATTORNEY DOCKET NUMBER:	76385-0040
NAME OF SUBMITTER:	Daniel J. Warren
Signature:	/Daniel J. Warren/
Date:	01/19/2010

Total Attachments: 5
source=SEMills SQF Merger Cert#page1.tif
source=SEMills SQF Merger Cert#page2.tif
source=SEMills SQF Merger Cert#page3.tif
source=SEMills SQF Merger Cert#page4.tif
source=SEMills SQF Merger Cert#page5.tif



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 12 2010



Debra Bowen

DEBRA BOWEN
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 0903640100
 CONTROL NUMBER : J403194
 DATE INC/AUTH/FILED: 04/2/1941
 JURISDICTION : GEORGIA
 PRINT DATE : 12/30/2009
 FORM NUMBER : 215

ENDORSED - FILED
 in the office of the Secretary of State
 of the State of California

DEC 31 2009

CLIFF HOLT
 SUTHERLAND ASBILL & BRENNAN
 999 PEACHTREE ST., NE
 Atlanta, GA 30309

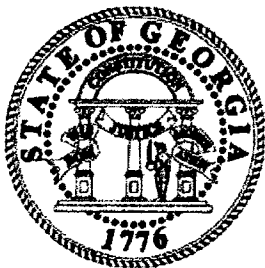
CERTIFIED COPY

I, Wesley B. Tailor, the Deputy Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

SOUTHEASTERN MILLS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Wesley B Tailor

Wesley B. Tailor
 Deputy Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Wesley B. Tailor**, the Deputy Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/31/2009. Attached is a true and correct copy of the said filing.

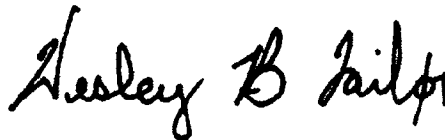
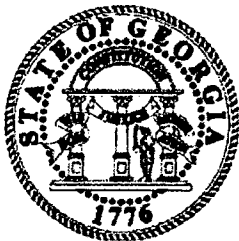
Surviving Entity:

SOUTHEASTERN MILLS, INC., a Georgia Profit Corporation

Nonsurviving Entity/Entities:

SUPERIOR QUALITY FOODS, INC., a California Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 31, 2009



Wesley B. Tailor
Deputy Secretary of State

**CERTIFICATE OF MERGER OF
SUPERIOR QUALITY FOODS, INC.
WITH AND INTO
SOUTHEASTERN MILLS, INC.**

Southeastern Mills, Inc., a Georgia corporation (the "Surviving Corporation"), owns one hundred percent (100%) of the issued and outstanding shares of Superior Quality Foods, Inc., a California corporation (the "Merging Corporation"; the Merging Corporation and the Surviving Corporation are hereinafter referred to collectively as the "Constituent Corporations"), and hereby executes the following Certificate of Merger with respect to the merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation and certifies that:

I.

A copy of the Plan and Agreement of Merger ("Plan") is on file at the principal place of business of the Surviving Corporation at 100 East First Avenue, Rome, Georgia 31063 and will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Constituent Corporations.

II.

No amendments to the Articles of Incorporation of the Surviving Corporation will be required or made as a result of the Merger.

III.

No vote of the shareholder of the Surviving Corporation was required to adopt the Plan because (a) the Surviving Corporation owns all of the issued and outstanding shares of the Merging Corporation, (b) the parent corporation is the Surviving Corporation, and (c) the Plan effects no change in the Articles of Incorporation of the Surviving Corporation. The sole shareholder of the Merging Corporation has approved the Merger.

IV.

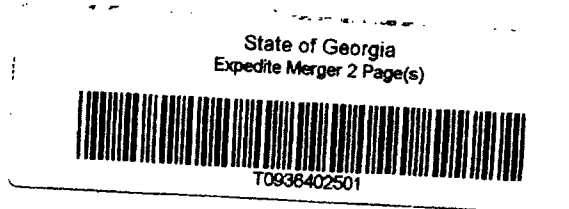
The Merger shall be effective at 11:59 p.m. E.T. on December 31, 2009 (the "Merger Effective Time").

* * *

Pursuant to O.C.G.A. §14-2-1105.1, the Surviving Corporation does hereby undertake that the request for publication of a notice of filing with the Secretary of State of the State of Georgia this certificate of merger and payment therefor will be made as required by O.C.G.A. §14-2-1105.1(b).

[Signatures on the following page.]

8769478.1



DULY EXECUTED and delivered by the officers of the Constituent Corporations as of December 30, 2009.

SOUTHEASTERN MILLS, INC.

By: Robert U. Grizzard
Robert U. Grizzard, President

SUPERIOR QUALITY FOODS, INC.

By: Robert U. Grizzard
Robert U. Grizzard, President

* * * * *



8769478.1
2009 DEC 30 AM 11:10
CORPORATIONS DIVISION
SECRETARY OF STATE
[Signature Page to Certificate of Merger]