

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
Sprinkles Cupcakes, Inc.		12/31/2009	CORPORATION: NEVADA

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: TEXAS

PROPERTY NUMBERS Total: 28

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 \$715.00 78684122

900158487

**TRADEMARK
 REEL: 004177 FRAME: 0255**

Serial Number:	77195398	YOU DESERVE CUPCAKES
Serial Number:	77293370	CUPCAKE CONCIERGE
Serial Number:	77770532	SPRINKLESMOBILE
Serial Number:	77770541	SPRINKLES
Serial Number:	77775082	SPRINKLES CUPCAKES
Serial Number:	77775088	SPRINKLES CUPCAKES
Serial Number:	78184899	SPRINKLES OF PALM BEACH
Serial Number:	76529862	SPRINKLES PALM BEACH
Serial Number:	77802907	ISPRINKLES
Serial Number:	77858599	SPRINKLES CUPCAKES
Serial Number:	77866405	SAY IT WITH SPRINKLES
Serial Number:	77868765	I LOVE SPRINKLES
Serial Number:	77870009	I SPRINKLES
Serial Number:	77872012	SAY IT WITH SPRINKLES
Serial Number:	77931934	SPRINKLES FILMS

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:	John L. Slafsky
Signature:	/John L. Slafsky/
Date:	03/31/2010

Total Attachments: 8
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STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

December 31, 2009

Job Number: C20091231-1266
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20090901416-22	Merge Out	7 Pages/1 Copies



Respectfully,

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

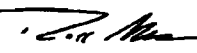
ROSS MILLER
Secretary of State

Certified By: Richard Sifuentes
Certificate Number: C20091231-1266
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov

Filed in the office of 	Document Number 20090901416-22
Ross Miller Secretary of State State of Nevada	Filing Date and Time 12/31/2009 8:00 AM
	Entity Number E0884652007-6

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

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
 (Pursuant to NRS 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	
Nevada	Corporation
Jurisdiction	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	
Texas	Corporation
Jurisdiction	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.

Nevada Secretary of State 92A Merger Page 1
 Revised: 10-16-09



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 Secretary of State
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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.1 90):

Attn: Charles E. Nelson, II

c/o: 4020 Villanova Drive
 Dallas, Texas 75225

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.

Nevada Secretary of State 92A Merger Page 2
 Revised: 10-18-09



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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 92A Merger Page 3
 Revised: 10-15-09



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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.

Nevada Secretary of State 92A Merger Page 4
 Revised: 10-18-09



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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)*:

.....

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)**: December 31, 2009

* 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.

Nevada Secretary of State 92A Merger Page 5
 Revised: 10-18-09



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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-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member 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] President 12/30/2009
 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] President 12/30/2009
 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 with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 10-16-09

SPRINKLES CUPCAKES, INC., a Nevada Corporation

Articles of Merger

The undersigned hereby execute and file, on behalf of Sprinkles Cupcakes, Inc., a Nevada corporation, with the Secretary of State of Nevada the following Articles of Merger:

1. Name and Jurisdiction of the Constituent Corporations. The name and jurisdiction of each constituent corporation is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Sprinkles Cupcakes, Inc.	Corporation	Nevada
Sprinkles Cupcakes, Inc.	Corporation	Texas

2. Plan of Merger Adopted. A plan of merger has been adopted by each of the constituent corporations providing for the merger of Sprinkles Cupcakes, Inc., a Nevada corporation, into Sprinkles Cupcakes, Inc., a Texas corporation (the "Surviving Corporation").

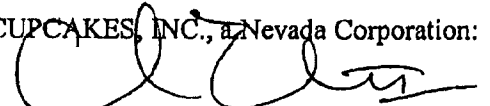
3. Approval of Shareholders. The shareholders of (i) Sprinkles Cupcakes, Inc., a Nevada corporation, and (ii) Sprinkles Cupcakes, Inc., a Texas corporation, approved the plan of merger by unanimous consent.

4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Sprinkles Cupcakes, Inc., a Texas corporation, as in existence immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corporation.

5. Executed Plan of Merger. The complete executed plan of merger is on file at the registered office of the Surviving Corporation.

EXECUTED this 30th day of December, 2009.

SPRINKLES CUPCAKES, INC., a Nevada Corporation:


By: Charles E. Nelson, II, President


By: Candace C. Nelson, Vice President