

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/03/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MyWebGrocer, LLC		07/30/2009	LIMITED LIABILITY COMPANY: VERMONT
RECEIVING PARTY DATA			
Name:	MyWebGrocer, Inc.		
Street Address:	354 Mountain View Drive		
Internal Address:	Suite 350		
City:	Colchester		
State/Country:	VERMONT		
Postal Code:	05446		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2462625	MYWEBGROCER	
CORRESPONDENCE DATA			
Fax Number:	(802)862-7512		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	802-863-2375		
Email:	tmip@drm.com		
Correspondent Name:	Peter Kunin		
Address Line 1:	199 Main Street, P.O. Box 190		
Address Line 4:	Burlington, VERMONT 05402-0190		
ATTORNEY DOCKET NUMBER:	08031-011UST0		
NAME OF SUBMITTER:	Peter Kunin		

CH \$40.00 2462625

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**TRADEMARK
 REEL: 004411 FRAME: 0913**

Signature:	/Peter Kunin/
Date:	11/09/2010
Total Attachments: 2 source=Mywebgrocer Cert. of Merger#page1.tif source=Mywebgrocer Cert. of Merger#page2.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MYWEBGROCER, LLC", A VERMONT LIMITED LIABILITY COMPANY, WITH AND INTO "MYWEBGROCER, INC." UNDER THE NAME OF "MYWEBGROCER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 2009, AT 2:55 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4700227 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7455291

DATE: 08-04-09

TRADEMARK
REEL: 004411 FRAME: 0915

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is MyWebGrocer, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is MyWebGrocer, LLC, a Vermont limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is MyWebGrocer, Inc.

FOURTH: The merger is to become effective on the later of: (i) the filing of this Certificate of Merger with the Delaware Secretary of State; and (ii) the filing of the Articles of Merger with the Vermont Secretary of State.

FIFTH: The Agreement and Plan of Merger is on file at 354 Mountain View Drive, Suite 350, Colchester, Vermont 05446, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, MyWebGrocer, Inc. has caused this certificate to be signed by an authorized officer, the 30 day of July, 2009.

MYWEBGROCER, INC.

By: _____


Jeremiah F. Tarrant
Chief Financial Officer