

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spirit Brands General Partner Corp.		05/24/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Spirit Foodservice, Inc.		
Street Address:	200 Brickstone Square, Suite G-05		
City:	Andover		
State/Country:	MASSACHUSETTS		
Postal Code:	01810		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0588761	SPIR-IT	
Registration Number:	0719237	STIRSTIC	
CORRESPONDENCE DATA			
Fax Number:	(214)981-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	717 N. Harwood St., Suite 3400		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	38838-30020		
NAME OF SUBMITTER:	Dusan Clark		
Signature:	/Dusan Clark/		

CH \$65.00 0588761

Date:

05/23/2011

Total Attachments: 4

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SPIRIT FOODSERVICE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF JANUARY, A.D. 2006, AT 5:41 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "SPIRIT BRANDS GENERAL PARTNER CORP." TO "SPIRIT FOODSERVICE, INC.", FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2007, AT 11:44 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SPIRIT FOODSERVICE, INC.".

4095230 8100H

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8738413

DATE: 05-04-11

TRADEMARK
REEL: 004546 FRAME: 0254

CERTIFICATE OF MERGER
OF
SPIRIT BRANDS LIMITED PARTNER CORP.
(a Delaware corporation)
AND
SPIRIT FOODSERVICE, LP
(a Delaware limited partnership)
WITH AND INTO
SPIRIT BRANDS GENERAL PARTNER CORP.
(a Delaware corporation)

Pursuant to Title 8, Sections 251(c) and 263(c) of the Delaware General Corporation Law and Title 6, Section 17-211 of the Delaware Limited Partnership Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Spirit Brands General Partner Corp., a Delaware corporation (the "Surviving Corporation"),

The name of the corporation being merged into the Surviving Corporation is Spirit Brands Limited Partner Corp., a Delaware corporation (the "Non-Surviving Corporation"); and

The name of the limited partnership being merged into the Surviving Corporation is: Spirit Foodservice, LP, a Delaware limited partnership (the "Non-Surviving LP" and together with the Non-Surviving Corporation; the "Merging Entities").

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and the Merging Entities.

THIRD: The name of the Surviving Corporation is Spirit Brands General Partner Corp., which will continue its existence as said Surviving Corporation under the name of: Spirit Foodservice, Inc.

FOURTH: The Certificate of Incorporation of Spirit Brands General Partner Corp. is to be amended and changed by reason of the merger herein certified by striking out Article First relating to the name of the Surviving Corporation and by substituting in lieu thereof the following Article:

"FIRST: The name of the corporation shall be: Spirit Foodservice, Inc."

And said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of the Surviving

Corporation until further amended and changed in accordance with the provisions of the General Corporate Law of Delaware

FIFTH: The merge is to become effective upon filing this Certificate with the Secretary of State of Delaware.

SIXTH: The executed Agreement of Merger between the Surviving Corporation and the Merging Entities is on file at the principal place of business of the Surviving Corporation at 200 West Madison St., Suite 2710, Chicago, Illinois 60606.

SEVENTH: A copy of the Agreement of Merger, as amended, will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the Surviving Corporation or the Non-Surviving Corporation or any partner of the Non-Surviving LP.

[signature page follows]

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer as of May 24, 2007

**SPIRIT BRANDS GENERAL PARTNER
CORP.**

By: /s/ David J. Choe
Name: David J. Choe, Vice President