

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	04/06/1995

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
First Colony Coffee and Tea Company		03/29/1995	CORPORATION: VIRGINIA

**RECEIVING PARTY DATA**

<b>Name:</b>	First Colony Coffee and Tea Company
<b>Street Address:</b>	204 W. 22nd Street
<b>City:</b>	Norfolk
<b>State/Country:</b>	VIRGINIA
<b>Postal Code:</b>	23517
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1615925	BENCHELEY
Registration Number:	1294758	WATER ST.
Registration Number:	1192242	FIRST COLONY
Registration Number:	0920812	GOLDEN BLEND
Registration Number:	1589181	CAFFE' BELLISSIMO

**CORRESPONDENCE DATA**

Fax Number: (202)955-5564  
 Phone: 202-419-2406  
 Email: kimberly.hoover@hkllaw.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: Kimberly Hoover  
 Address Line 1: 2099 Pennsylvania Avenue NW  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

**TRADEMARK**

**900205818**

**REEL: 004650 FRAME: 0948**

**OP \$140.00 1615925**

ATTORNEY DOCKET NUMBER:	126458-2
NAME OF SUBMITTER:	Thomas W. Brooke
Signature:	/Thomas W. Brooke/
Date:	10/28/2011
Total Attachments: 4 source=1st_colony_va_-_de__Oct_28_2011_13_48_11_148#page1.tif source=1st_colony_va_-_de__Oct_28_2011_13_48_11_148#page2.tif source=1st_colony_va_-_de__Oct_28_2011_13_48_11_148#page3.tif source=1st_colony_va_-_de__Oct_28_2011_13_48_11_148#page4.tif	

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FIRST COLONY COFFEE AND TEA COMPANY", A VIRGINIA CORPORATION,

WITH AND INTO "FIRST COLONY ACQUISITION CORP." UNDER THE NAME OF "FIRST COLONY COFFEE AND TEA COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF APRIL, A.D. 1995, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2492049 810UM

950116612

AUTHENTICATION: 7518026

DATE: 05-25-95

TRADEMARK

REEL: 004650 FRAME: 0950

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FIRST COLONY COFFEE AND TEA COMPANY

0173074-6  
MERGED 4/6/95

WITH AND INTO

FIRST COLONY ACQUISITION CORP.

Pursuant to Section 253 of the General Corporation Law  
of the State of Delaware

\* \* \* \* \*

FIRST COLONY ACQUISITION CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on March 22, 1995, under the laws of the State of Delaware.

SECOND: The Corporation owns ninety percent (90%) of the outstanding shares of the capital stock of FIRST COLONY COFFEE AND TEA COMPANY, a corporation incorporated on February 18, 1977, under the laws of the Commonwealth of Virginia ("FCCATC").

THIRD: The Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 29th day of March, 1995, determined to and did merge FCCATC with and into the Corporation:

RESOLVED, that the Corporation merge FIRST COLONY COFFEE AND TEA COMPANY, a Virginia corporation ("FCCATC"), with and into the Corporation (the "Merger"); and be it further

RESOLVED, that the Merger shall become effective at the time (the "Effective Time") of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of the General Corporation Law of the State of Delaware; and be it further

RESOLVED, that, at the Effective Time, the separate existence of FCCATC shall cease, FCCATC shall be merged with and into the Corporation, which shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without

further action, shall possess all the rights, privileges, powers and franchises, public and private, of both the Corporation and FCCATC and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of both the Corporation and FCCATC; and be it further

RESOLVED, that this Corporation change its corporate name by amending ARTICLE FIRST of the Certificate of Incorporation of the Corporation to read in its entirety as follows:

"ARTICLE FIRST. The name of the corporation is FIRST COLONY COFFEE AND TEA COMPANY."

RESOLVED, that except for the amendment to the Corporation's Certificate of Incorporation described in the immediately preceding resolution the Certificate of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation; and be it further

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$10.00 per share, of FCCATC which is issued and outstanding immediately prior to the Effective Time and which is owned by the Corporation, shall be deemed cancelled; and be it further

RESOLVED, that, at the Effective time, each share of the Common Stock, par value \$10.00 per share, of FCCATC which is issued and outstanding immediately prior to the Effective Time and which are owned by shareholders of FCCATC other than the Corporation shall, without any action by the Corporation, be deemed converted into ONE THOUSAND SIX HUNDRED AND TEN (1,610) issued and outstanding shares of the Common Stock, par value \$.01 per share, of the Corporation and any fractions of shares resulting from the foregoing conversion shall be deemed rounded to the nearest whole number; and be it further

RESOLVED, that, at the Effective Time, each share of the capital stock of the Corporation which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time; and be it further

RESOLVED, that the directors and officers of the Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed; and be it further

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.


FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of FIRST COLONY ACQUISITION CORP. at any time prior to the date of filing of this Certificate of Ownership And Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Joseph A. Breslin, its President, and attested by Thomas J. Brockenbrough, its Secretary, as of this 29th day of March, 1995.

FIRST COLONY ACQUISITION CORP.

By   
JOSEPH A. BRESLIN  
President

ATTEST:

  
THOMAS J. BROCKENBROUGH  
Secretary