

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/15/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
First Colony Coffee and Tea Company		03/26/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	First Colony Coffee and Tea Company of Florida, Inc.
Street Address:	204 W. 22nd Street
City:	Norfolk
State/Country:	VIRGINIA
Postal Code:	23517
Entity Type:	CORPORATION: FLORIDA

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

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REEL: 004650 FRAME: 0959

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ATTORNEY DOCKET NUMBER:	126458-2
NAME OF SUBMITTER:	Thomas W. Brooke
Signature:	/Thomas W. Brooke/
Date:	10/28/2011
Total Attachments: 3 source=1st_colony_de_-_fl_Oct_28_2011_13_49_01_148#page1.tif source=1st_colony_de_-_fl_Oct_28_2011_13_49_01_148#page2.tif source=1st_colony_de_-_fl_Oct_28_2011_13_49_01_148#page3.tif	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
FIRST COLONY COFFEE AND TEA COMPANY
WITH AND INTO
FIRST COLONY COFFEE AND TEA COMPANY OF FLORIDA, INC.

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, as amended, First Colony Coffee and Tea Company, a Delaware corporation ("FIRST COLONY DELAWARE"), and First Colony Coffee and Tea Company of Florida, Inc., a Florida corporation ("FIRST COLONY FLORIDA") or the "Surviving Corporation", adopt the following Articles of Merger for the purpose of merging FIRST COLONY DELAWARE with and into the Surviving Corporation (the "Merger").

FIRST: The Merger shall be consummated pursuant to that certain Agreement and Plan of Merger of even date herewith by and between FIRST COLONY DELAWARE and the Surviving Corporation (the "Plan of Merger").

SECOND: The effective date of the Merger shall be upon the filing of these Articles of Merger (the "Effective Date").

THIRD: The Plan of Merger was adopted by the Board of Directors of FIRST COLONY DELAWARE by a unanimous written consent on March 20, 1999, and was adopted by a majority of the Shareholders of FIRST COLONY DELAWARE by a written consent on March 20, 1999.

FOURTH: The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation by a unanimous written consent on March 21, 1999. The Florida Business Corporation Act does not require approval by the Surviving Corporation's shareholders of the Plan of Merger or the Merger.

FIFTH: At the Effective Date, each of the shares of common stock, par value \$.01 per share, and each of the shares of preferred stock, par value \$.01 per share, of FIRST COLONY DELAWARE stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. In exchange therefor, all of the holders of FIRST COLONY DELAWARE stock shall receive an equivalent number of shares of stock of the same class of FIRST COLONY FLORIDA stock. Furthermore, on the Effective Date, all of the shares of FIRST COLONY FLORIDA stock issued in the name of FIRST COLONY DELAWARE shall be cancelled.

SIXTH: As of the Effective Date, the Articles of Incorporation of FIRST COLONY FLORIDA shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein

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provided and in the manner prescribed by the laws of the State of Florida, except that on the Effective Date the Articles of Incorporation of FIRST COLONY FLORIDA shall be deemed amended as follows:

(a) On the Effective Date, Article I of the Articles of Incorporation of FIRST COLONY FLORIDA shall be deleted in its entirety and replaced with the following:

“ARTICLE I

The name of the corporation is FIRST COLONY AND TEA COMPANY (the “Corporation”).”

(b) On the Effective Date, Section 4(a) of Article III of the Articles of Incorporation of FIRST COLONY FLORIDA shall be deleted in its entirety and replaced with the following:

“4. Rights and Powers of the Series A1 Preferred Stock, Series A2 Preferred Stock, Series B1 Preferred Stock, Series B2 Preferred Stock and Series C Preferred Stock.

(a) (i) Creation of Series A1 Preferred Stock and Series A2 Preferred Stock. There is hereby created two initial series of Preferred Stock, one of which shall be designated “Series A1 Preferred Stock” and the other of which shall be designated “Series A2 Preferred Stock”. Each such series shall consist initially of **TWO HUNDRED TWENTY-FIVE THOUSAND (225,000)** shares. Shares of Series A1 Preferred Stock and Series A2 Preferred Stock shall be equal in rank and identical in all respects.

(ii) Creation of Series B1 Preferred Stock and Series B2 Preferred Stock. There is hereby created two additional series of Preferred Stock, one of which shall be designated “Series B1 Preferred Stock” and the other of which shall be designated “Series B2 Preferred Stock”. Each such series shall consist initially of **FIVE HUNDRED FIFTY THOUSAND (550,000)** shares. Shares of Series B1 Preferred Stock and Series B2 Preferred Stock shall be equal in rank and identical in all respects.

(iii) Creation of Series C Preferred Stock. There is hereby created an additional series of Preferred Stock designated as “Series C Preferred Stock.” Such series shall initially consist of **FOUR HUNDRED FIFTY THOUSAND (450,000)** shares.”

SEVENTH: The directors and officers of FIRST COLONY FLORIDA in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26th day of March, 1999.

FIRST COLONY COFFEE AND TEA
COMPANY OF FLORIDA, INC.

By: Joseph C. Breslin
Name: Joseph Breslin
Title: President

FIRST COLONY COFFEE AND TEA
COMPANY

By: Joseph C. Breslin
Name: Joseph Breslin
Title: President

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