

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	CAO INTERNATIONAL, INC.		05/31/2011
			Entity Type
			CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	GENERAL CIGAR CO., INC.		
Street Address:	10900 NUCKOLS ROAD, SUITE 100		
City:	GLEN ALLEN		
State/Country:	VIRGINIA		
Postal Code:	23060		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
	Property Type	Number	Word Mark
	Registration Number:	3117253	CAO GOLD
	Registration Number:	2612509	GOLD HONEY
	Registration Number:	2570586	1968 C.A.O. 1998 L'ANNIVERSAIRE
	Registration Number:	3102247	CX2
	Registration Number:	3096483	KARATS
	Registration Number:	3036673	CARIOCAS
CORRESPONDENCE DATA			
Fax Number: (202)344-8300			
Phone: 2023444000			
Email: Trademarkdocket@venable.com,jfsatterthwaite@venable.com,pjwyles@venable.com			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name: JANET F. SATTERTHWAITE			

CH \$165.00 3117253

Address Line 1: VENABLE, LLP
Address Line 2: P.O. BOX 34385
Address Line 4: WASHINGTON, DISTRICT OF COLUMBIA 20043-9998

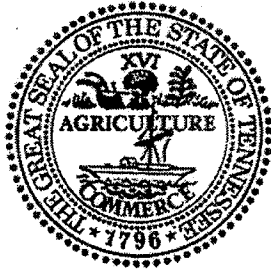
ATTORNEY DOCKET NUMBER: 39240-304433 AND OTHERS

NAME OF SUBMITTER: Janet F. Satterthwaite

Signature: /Janet F. Satterthwaite/

Date: 12/23/2011

Total Attachments: 6
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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

CAO INTERNATIONAL, INC.
6172 COCKRILL BEND
CIRCLE
NASHVILLE, TN 37209-1050

Davidson County CHARTER
Recvd: 06/02/11 12:24 7 pgs
Fees:8.00 Taxes:0.00
20110602-0042214

June 2, 2011

Control # 50882

Effective Date: 06/01/2011 2:53 PM

Document Receipt

Receipt #: 481332

Filing Fee: \$100.00

Payment-Check/MO - CFS, NASHVILLE, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

CAO INTERNATIONAL, INC. (Davidson County) (Qualified Non-survivor)

merged into **GENERAL CIGAR CO., INC. (Delaware) (Unqualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

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THE HARGETT
SECRETARY OF STATE

ARTICLES OF MERGER

OF

CAO INTERNATIONAL, INC.
(a Tennessee corporation)

INTO

GENERAL CIGAR CO., INC.
(a Delaware corporation)

5897.2898

The undersigned corporations, pursuant to Title 48, Chapter 21 of the Tennessee Code (the "Code"), hereby execute the following Articles of Merger and set forth:

ARTICLE ONE

The constituent business corporations participating in the merger are: (i) General Cigar Co., Inc. (the "Parent"), which is incorporated under the laws of the State of Delaware; and (ii) CAO International, Inc. (the "Subsidiary"), which is incorporated under the laws of the State of Tennessee.

ARTICLE TWO

The Plan and Agreement of Merger is attached hereto as Exhibit A.

ARTICLE THREE

In accordance with the provisions of Section 48-21-105 of the Code and Section 253(a) of the Delaware General Corporation Law, and pursuant to Section 141(f) of the Delaware Corporation Law, by written consent in lieu of a special meeting of the directors of the Parent, the Plan and Agreement of Merger was duly adopted by the board of directors of the Parent effective on May 31, 2011 providing for the merger of the Subsidiary with and into the Parent in accordance with the terms of the Plan and Agreement of Merger.

ARTICLE FOUR

Pursuant to Section 228 of the Delaware General Corporation Law, by written consent in lieu of a special meeting of the shareholders of the Parent, the Plan and Agreement of Merger was duly adopted by the holders of at least a majority of the outstanding capital stock of the Parent entitled to vote thereon effective on May 31, 2011 providing for the merger of the Subsidiary with and into the Parent in accordance with the terms of the Plan and Agreement of Merger.

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ARTICLE FIVE

The Subsidiary has waived in writing the mailing requirement of Section 48-21-105(d) of the Code.

[Signatures Appear on the Following Page]

6897.2899

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5897.2900

DATED: May 31, 2011

CAO INTERNATIONAL, INC.

By: 
Daniel P. McGee, Secretary

DATED: May 31, 2011

GENERAL CIGAR CO., INC.

By: 
Daniel P. McGee, Secretary

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

(See Attached)

5897.2901

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THE HARGETT
SECRETARY OF STATE

PLAN AND AGREEMENT OF MERGER

OF

CAO INTERNATIONAL, INC.
(a Tennessee corporation)

INTO

GENERAL CIGAR CO., INC.
(a Delaware corporation)

This Plan and Agreement of Merger provides as follows:

1. CAO International, Inc. (the "Subsidiary"), a Tennessee corporation and a wholly-owned subsidiary of General Cigar Co. Inc. (the "Parent"), a Delaware corporation, shall be merged with and into the Parent in accordance with this Plan of Merger; all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary shall be vested in and held and enjoyed by the Parent as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name; and the Parent shall assume all of the obligations of the Subsidiary;
2. The name of the Parent, as the surviving corporation, shall remain "General Cigar Co. Inc."
3. Each issued and outstanding share of the capital stock of the Subsidiary shall, from and after the effective time of the merger, be surrendered and cancelled.
4. The effective time of the merger, insofar as the General Corporation Law of the State of Delaware shall govern, shall be 11:59 p.m. on May 31, 2011; and
5. The Certificate of Incorporation and Bylaws of the Parent shall be the surviving charter and organizational documents of the post-merger corporation.

6897.2902