

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Cabo Wabo LLC		11/16/2011
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Skyy Spirits, LLC		
Doing Business As:	DBA Campari America		
Street Address:	One Beach Street, Suite 300		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94133		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3066473	CABO WABO CANTINA
CORRESPONDENCE DATA			
Fax Number:	(678)553-2212		
Phone:	678.553.2100		
Email:	feldmanjoel@gtlaw.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:	Joel R. Feldman		
Address Line 1:	Greenberg Traurig LLP		
Address Line 2:	3290 Northside Parkway, Suite 400		
Address Line 4:	Atlanta, GEORGIA 30327		
ATTORNEY DOCKET NUMBER:	70705-1032		

CH \$40.00 3066473

NAME OF SUBMITTER:	James Wesley Kinnear
Signature:	/james wesley kinnear/
Date:	02/14/2012
Total Attachments: 3 source=Certificate of Merger - Rare Breed Distilling LLC and Cabo Wabo, LLC to Skyy Spirits LLC#page1.tif source=Certificate of Merger - Rare Breed Distilling LLC and Cabo Wabo, LLC to Skyy Spirits LLC#page2.tif source=Certificate of Merger - Rare Breed Distilling LLC and Cabo Wabo, LLC to Skyy Spirits LLC#page3.tif	

Delaware

PAGE 1

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:

"CABO WABO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"RARE BREED DISTILLING LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SKYY SPIRITS, LLC" UNDER THE NAME OF "SKYY SPIRITS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011, AT 6:26 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2012, AT 12:01 O'CLOCK A.M.

2973367 8100M

111214309



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9175038

DATE: 11-22-11

TRADEMARK
REEL: 004717 FRAME: 0033

CERTIFICATE OF MERGER

OF

Cabo Wabo, LLC
(a Delaware limited liability company),

Rare Breed Distilling LLC
(a Delaware limited liability company),

AND

Skyy Spirits, LLC
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name and jurisdiction of formation of each of the constituent entities are: (a) Cabo Wabo, LLC ("Cabo Wabo"), a limited liability company of the State of Delaware; (b) Rare Breed Distilling LLC ("Rare Breed"), a limited liability company of the State of Delaware; and (c) Skyy Spirits, LLC ("Skyy Spirits"), a limited liability company of the State of Delaware.
2. The Agreement and Plan of Merger (the "Agreement of Merger"), which provides for the merger of Cabo Wabo and Rare Breed into Skyy Spirits has been approved and executed by each of Cabo Wabo, Rare Breed, and Skyy Spirits in accordance with the requirements of Section 18-209(c) of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company is Skyy Spirits, LLC.
4. The certificate of formation of Skyy Spirits LLC, a Delaware limited liability company which will survive the merger, shall be the certificate of formation of the surviving limited liability company.
5. The merger is to be effective as of 12:01 a.m. Eastern Time on January 1, 2012.
6. The Agreement of Merger has been approved and executed by each of Cabo Wabo, Rare Breed, and Skyy Spirits.
7. The executed Agreement of Merger is on file at 1 Beach Street, San Francisco, CA 94133, the principal place of business of the surviving limited liability company.
8. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger
on November 16, 2011.

SKYY SPIRITS, LLC

By: 

Name: Sarah Petrik

Title: Secretary and Director