

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the the entity type of the receiving party previously recorded on Reel 004710 Frame 0216. Assignor(s) hereby confirms the merger.

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rare Breed Distilling LLC		11/16/2011	LIMITED LIABILITY COMPANY: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Skyy Spirits, LLC
<b>Doing Business As:</b>	DBA Campari America
<b>Street Address:</b>	One Beach Street, Suite 300
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94133
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

<b>PROPERTY NUMBERS Total: 3</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Serial Number:</b>	85322002	RYE 81 PROOF REAL KENTUCKY
<b>Serial Number:</b>	85322025	101 PROOF REAL KENTUCKY
<b>Serial Number:</b>	85322051	81 PROOF REAL KENTUCKY

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(415)398-5584
<b>Phone:</b>	415.398.8080
<b>Email:</b>	trademarkdocket@jmbm.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Correspondent Name:</b>	James Wesley Kinnear
<b>Address Line 1:</b>	Jeffer Mangels Butler & Mitchell LLP
<b>Address Line 2:</b>	Two Embarcadero Center, 5th Floor
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111

CH \$90.00 85322002

ATTORNEY DOCKET NUMBER:	69152-0018
NAME OF SUBMITTER:	James Wesley Kinnear
Signature:	/james wesley kinnear/
Date:	02/15/2012
<b>Total Attachments: 5</b> 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 source=Notice of Recordation (merger) re US App Nos. 85322051_85322025_85322002#page1.tif source=Notice of Recordation (merger) re US App Nos. 85322051_85322025_85322002#page2.tif	

# 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 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.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9175038

DATE: 11-22-11

TRADEMARK  
REEL: 004717 FRAME: 0695

**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