TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EVR Solutions Incorporated		12/24/2011	CORPORATION: NEBRASKA

RECEIVING PARTY DATA

Name:	Respect Foods, Inc.
Street Address:	29 South Webster Street
Internal Address:	Suite 320
City:	Naperville
State/Country:	ILLINOIS
Postal Code:	60540
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	85379014	RESPECT NATURAL
Serial Number:	85379026	RESPECT NATURAL
Serial Number:	85603445	RESPECT VALUE
Serial Number:	85603449	RESPECT VALUE
Serial Number:	85603452	RESPECT VALUE

OP $140.00 85379014

CORRESPONDENCE DATA

Fax Number: 4029521531

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 402-341-3070
Email: trademark@mcgrathnorth.com
Correspondent Name: Denise C. Mazour
Address Line 1: 1601 Dodge Street
Address Line 2: Suite 3700, First National Tower
Address Line 4: Omaha, NEBRASKA 68102

ATTORNEY DOCKET NUMBER:	26141-0
NAME OF SUBMITTER:	Denise C. Mazour
Signature:	/Denise C. Mazour/
Date:	07/09/2012

Total Attachments: 8
source=Respect Foods merger docs#page1.tif
source=Respect Foods merger docs#page2.tif
source=Respect Foods merger docs#page3.tif
source=Respect Foods merger docs#page4.tif
source=Respect Foods merger docs#page5.tif
source=Respect Foods merger docs#page6.tif
source=Respect Foods merger docs#page7.tif
source=Respect Foods merger docs#page8.tif

Page 1

ARTICLES OF MERGER

OF

RESPECT FOODS, LLC
an Illinois limited liability company

INTO

EVR SOLUTIONS INCORPORATED
a Nebraska corporation

In accordance with the Nebraska Limited Liability Company Act, the following Articles of Merger are submitted:

1. The names of the entities in the merger are: Respect Foods, LLC, an Illinois limited liability company, and EVR Solutions Incorporated, a Nebraska corporation. The surviving entity will be EVR Solutions Incorporated, a Nebraska corporation; provided, however, that the surviving entity shall amend its name to Respect Foods, Inc.

2. The copy of the Amended Articles of Incorporation of EVR Solutions Incorporated, are hereby attached hereto as Exhibit A.

3. A plan of merger has been approved by all of the holders of membership interests in Respect Foods, LLC. A copy of such plan is attached to these Articles of Merger as Exhibit B.

4. The effective date of merger shall be January 1, 2012.

5. The merger was unanimously approved by all of the shareholders of EVR Solutions Incorporated, and all of the members and managers of Respect Foods, LLC, in accordance with Nebraska and Illinois law, respectively as follows:

Name of Entity	# of Shares Outstanding	# of Shares Approving transaction
EVR Solutions Incorporated	985 common shares	985
Respect Foods, LLC	100 membership units	100

6. A copy of the plan of merger is attached hereto as Exhibit B.

[signature page to follow]

TRADEMARK
REEL: 004816 FRAME: 0452

Page 2

In witness whereof, these Articles of Merger were executed on this 23rd day of December, 2011.

EVR Solutions Incorporated
a Nebraska corporation

Name: Ken Hartman
Title: President

Respect Foods, LLC
an Illinois limited liability company

Name: Ken Hartman
Title: Manager

TRADEMARK
REEL: 004816 FRAME: 0453

Page 3

AMENDMENT OF ARTICLES OF INCORPORATION
OF
EVR SOLUTIONS INCORPORATED

The undersigned officer, for the purpose of amending the Articles of Incorporation pursuant to the Business Corporation Act of Nebraska, hereby amends the Articles of Incorporation of EVR Solutions Incorporated as follows:

1. NAME: The name of the corporation is EVR Solutions Incorporated.

2. AMENDMENT: The following amendments shall be made:

   (i) The name of the corporation shall be amended to Respect Foods, Inc.
   (ii) The principal place of business of the corporation shall be changed to: 29 South Webster Street, Suite 320, Naperville, IL 60540

3. DATE: This Amendment was adopted on December 24, 2011.

4. SHAREHOLDER AND DIRECTOR APPROVAL: All of the shareholders and directors voted all of the issued and outstanding shares to approve this amendment.

Dated: December 24, 2011.

Respect Foods, Inc. f/k/a EVR Solutions Incorporated

By: _____
Name: Ken Hartman
Title: President

Page 4

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of this 23RD day of December, 2011, between RESPECT FOODS, LLC, an Illinois limited liability company ("Respect") and EVR SOLUTIONS INCORPORATED, a Nebraska corporation ("EVR"). Respect and EVR are sometimes referred to herein as the "Constituent Organizations."

WHEREAS, the respective Managers, Members, Board of Directors and Stockholders of the Constituent Organizations deem it advisable and in the best interests of the parties for Respect to merge with and into EVR (the "Merger").

NOW, THEREFORE, the parties hereby covenant and agree as follows:

SECTION 1. THE MERGER.

(a) Merger; Surviving Corporation. In accordance with and subject to the terms, provisions and conditions of this Agreement, at the Effective Date (as hereinafter defined), Respect shall be merged with and into EVR, and the separate limited liability company existence of Respect shall thereupon cease. EVR shall be the surviving corporation (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Nebraska.

(b) Effective Date. The effective date of the Merger (the "Effective Date") shall be January 1, 2012.

(c) Articles of Incorporation; Bylaws. The Articles of Incorporation of EVR as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, except that the name of the Surviving Corporation shall be amended to be Respect Foods, Inc. The bylaws of EVR as in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Corporation.

EXHIBIT
B

TRADEMARK
REEL: 004816 FRAME: 0455

(d) Directors; Officers. The persons who are the directors and officers of EVR immediately prior to the Effective Date shall, from and after the Effective Date, be the directors and officers, respectively, of the Surviving Corporation until their respective successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and bylaws of the Surviving Corporation.

(e) Effect of the Merger. At the Effective Date, the separate existence of Respect shall cease and the corporate existence and identity of EVR, as the Surviving Corporation, shall continue under the name Respect Foods, Inc. All of the property, assets, rights, privileges, power, franchises and immunities of each of Respect and EVR shall vest in the Surviving Corporation. All debts, liabilities and obligations of Respect and EVR shall become the debts, liabilities and obligations of the Surviving Corporation. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of each of Respect and EVR, but the liabilities of Respect and EVR or of their members, managers, stockholders, directors or officers shall not be affected, nor shall the rights of the creditors or of any persons dealing with Respect or EVR be impaired, by the Merger, and any claim existing or action or proceeding pending by or against either Respect or EVR may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be proceeded against or substituted in its place.

SECTION 2. CONVERSION AND EXCHANGE OF SHARES.

TRADEMARK
REEL: 004816 FRAME: 0456

Page 6

At the Effective Date, by virtue of the Merger and without any action on the part of the holder of any membership interest of Respect ("Respect Membership Interest") or any share of common stock of EVR ("EVR Common Stock"):

(1) Each share of EVR Common Stock that is issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding, unchanged by reason of the Merger, and shall represent the common stock of the Surviving Corporation; and

(2) Each Respect Membership Interest that is issued and outstanding immediately prior to the Effective Date shall be cancelled.

SECTION 3. GENERAL.

(a) Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Respect such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to give effect to the transactions contemplated hereunder.

(b) Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.

(c) Entire Agreement. This Agreement sets forth the entire understanding of the parties with respect to the Merger and supersedes all prior agreements, arrangements and communications, whether oral or written, with respect to such subject matter. This Agreement shall not be modified or amended other than by written agreement of the parties hereto. Captions appearing in this Agreement are for convenience only and shall not be deemed to explain, limit or amplify the provisions hereof.

TRADEMARK
REEL: 004816 FRAME: 0457

Page 7

(d) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nebraska, without giving effect to the conflicts of laws principles thereof.

(e) Address. The address for the Surviving Entity:

Respect Foods, Inc.
29 S. Webster Street, Suite 320
Naperville, Illinois 60540

(f) Amendment. A copy of the Amended Articles of Incorporation are attached hereto as Exhibit A.

IN WITNESS WHEREOF, Respect and EVR have executed this Agreement and Plan of Merger as of the day and year hereinbefore first written.

RESPECT FOODS, LLC

By: Ken Hartman
Title: Managing Member

By: Marty Hodge
Title: Member

EVR SOLUTIONS INCORPORATED

By: Ken Hartman
Title: President

By: Marty Hodge
Title: Shareholder

TRADEMARK
REEL: 004816 FRAME: 0458

Page 8

(d) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nebraska, without giving effect to the conflicts of laws principles thereof.

(e) Address. The address for the Surviving Entity:

Respect Foods, Inc.
29 S. Webster Street, Suite 320
Naperville, Illinois 60540

(f) Amendment. A copy of the Amended Articles of Incorporation are attached hereto as Exhibit A.

IN WITNESS WHEREOF, Respect and EVR have executed this Agreement and Plan of Merger as of the day and year hereinbefore first written.

RESPECT FOODS, LLC

By: Ken Hartman
Title: Managing Member

By: Marty Hodge
Title: Member

EVR SOLUTIONS INCORPORATED

By: Ken Hartman
Title: President

By: Marty Hodge
Title: Shareholder

TRADEMARK
RECORDED: 07/09/2012 REEL: 004816 FRAME: 0459