

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
SPARKS GROVE, INC.		12/29/2011	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
Name:	The North Highland Company		
Street Address:	3333 Piedmont Road, Suite 1000		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30305		
Entity Type:	CORPORATION: GEORGIA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	77013444	SPARKS GROVE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	4043659532		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	404-504-7720		
Email:	trademark@mmmlaw.com		
Correspondent Name:	John R. Harris		
Address Line 1:	3343 Peachtree Road, NE		
Address Line 2:	1600 Atlanta Financial Center		
Address Line 4:	Atlanta, GEORGIA 30326		
ATTORNEY DOCKET NUMBER:	18164.56908		
NAME OF SUBMITTER:	John R. Harris		

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Signature:	/John R. Harris/
Date:	07/09/2012
<b>Total Attachments: 6</b> source=18164-56908 Certificate of Merger of SPARKS GROVE and NORTH HIGHLAND#page1.tif source=18164-56908 Certificate of Merger of SPARKS GROVE and NORTH HIGHLAND#page2.tif source=18164-56908 Certificate of Merger of SPARKS GROVE and NORTH HIGHLAND#page3.tif source=18164-56908 Certificate of Merger of SPARKS GROVE and NORTH HIGHLAND#page4.tif source=18164-56908 Certificate of Merger of SPARKS GROVE and NORTH HIGHLAND#page5.tif source=18164-56908 Certificate of Merger of SPARKS GROVE and NORTH HIGHLAND#page6.tif	

# STATE OF GEORGIA

**Secretary of State**  
**Corporations Division**  
313 West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/31/2011. Attached is a true and correct copy of the said filing.

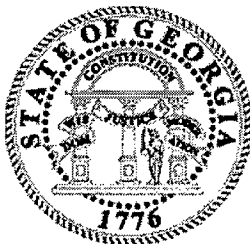
Surviving Entity:

**THE NORTH HIGHLAND COMPANY**, a Georgia Profit Corporation

Nonsurviving Entity/Entities:

**SPARKS GROVE, INC.**, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on December 31, 2011



Brian P. Kemp  
Secretary of State

**CERTIFICATE OF MERGER  
OF  
SPARKS GROVE, INC.,  
a Georgia corporation,  
AND  
THE NORTH HIGHLAND COMPANY  
a Georgia corporation**

(To be filed with the Secretary of State of the State of Georgia)

**I.**

The name and jurisdiction of organization of each constituent business entity that is merging is SPARKS GROVE, INC., a Georgia corporation the ("Merging Company"), and THE NORTH HIGHLAND COMPANY, a Georgia corporation ("Surviving Company").

**II.**

The name of the Surviving Company shall be The North Highland Company.

**III.**

The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Company, whose address is:

Suite 1000  
3333 Piedmont Road  
Atlanta, Georgia 30305

**IV.**

A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any shareholder of any corporation that is a party to the merger.

**V.**

Shareholder approval of the merger was not required pursuant to Section 14-2-1104 of the Georgia Business Corporation Act (the "Act").

**VI.**

The merger shall become effective as of 11:59 p.m. on December 31, 2011.

**VII.**

The Articles of Incorporation of the Surviving Company on file with the Secretary of State of the State of Georgia shall remain the Articles of Incorporation of the Surviving Company at the time the merger becomes effective.

**VIII.**

A request for publication of a notice of filing this Certificate of Merger and payment therefore was made as required by Georgia Code 1105.1(b).

IN WITNESS WHEREOF, the constituent corporations have caused this certificate to be signed by authorized officers the 29th day of December, 2011.

SPARKS GROVE, INC., a Georgia corporation

By: Paul Hewitt  
Name: Jan London  
Title: Chairman

THE NORTH HIGHLAND HOLDING COMPANY, a  
Georgia corporation

By: Paul Hewitt  
Name: Jan London  
Title: CEO

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SECRETARY OF STATE  
CORPORATIONS DIVISION

**AGREEMENT AND PLAN OF MERGER  
OF  
THE NORTH HIGHLAND COMPANY  
AND  
SPARKS GROVE, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into as of December 29, 2011, by and between The North Highland Company, a Georgia corporation ("TNHC"), and Sparks Grove, Inc., a Georgia corporation ("Sparks Grove"), such corporations being sometimes hereinafter referred to collectively as the "Constituent Corporations" and individually as a "Constituent Corporation":

**WITNESSETH:**

WHEREAS, Sparks Grove is a wholly-owned subsidiary of TNHC;

WHEREAS, the board of directors of each Constituent Corporation deems it advisable and for the benefit of such Constituent Corporation and its respective shareholder that Sparks Grove merge with and into TNHC pursuant to the terms of this Plan of Merger and in accordance with the applicable provisions of the Georgia Business Corporation Code (the "Code");

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto that Sparks Grove (hereinafter sometimes referred to as the "Merged Corporation") be merged with and into TNHC, with TNHC being the surviving corporation in such merger, in accordance with the applicable provisions of the Code, that the name of the surviving corporation shall continue to be "The North Highland Company." (which in its capacity as surviving corporation is hereinafter sometimes referred to as the "Surviving Corporation," and such merger, the "Merger"), and that the terms and conditions of the Merger hereby agreed upon and the mode of carrying the same into effect be as follows:

1.

The Merger shall become effective upon the later of 11:59 p.m. on December 31, 2011 or the filing of a Certificate of Merger with the Secretary of State of the State of Georgia (the "Articles of Merger" and the date and time of such filing, the "Effective Time").

2.

The Articles of Incorporation of TNHC as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

3.

Until altered, amended or repealed, as therein provided, the Bylaws of TNHC- as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation.

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4.

The manner of converting or otherwise dealing with the shares of each of the Constituent Corporations is as follows:

- (a) At the Effective Time, and without any further action by the officers, directors or shareholders of the Constituent Corporations:
  - (i) All of the shares of common stock of TNHC issued and outstanding immediately prior to the Effective Time shall, immediately following the Effective Time, continue to represent the same number of outstanding shares of common stock of the Surviving Corporation held by the holder thereof immediately prior to the Effective Time.
  - (ii) All of the issued and outstanding shares of the common stock of Sparks Grove shall be automatically canceled, surrendered and terminated.
- (b) From and after the Effective Time, TNHC, as the sole holder of shares of Sparks Grove capital stock to be canceled as above-provided shall cancel such shares.

5.

At the Effective Time, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any of such Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgment rendered against any of such corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger.

6.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, each Constituent Corporation has caused this Plan of Merger to be duly executed on its behalf on the day and year first above written.

THE NORTH HIGHLAND COMPANY, a Georgia corporation

By: Paul J. Hewitt  
Name: Dan Rendon  
Title: Chairman

SPARKS GROVE, INC., a Georgia corporation

By: Paul J. Hewitt  
Name: Dan Rendon  
Title: CEO

SECRETARY OF STATE  
CORPORATIONS DIVISION  
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Signature Page to Agreement and Plan of Merger