

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
Sara Lee Bakery Group, Inc.		11/06/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Earthgrains Bakery Group, Inc.		
Street Address:	255 Business Center Drive		
City:	Horsham		
State/Country:	PENNSYLVANIA		
Postal Code:	19044		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1718294	IRONKIDS	
CORRESPONDENCE DATA			
Fax Number:	3123214299		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-321-4200		
Email:	officeactions@brinkshofer.com		
Correspondent Name:	Scott J. Slavick		
Address Line 1:	P.O. Box 10395		
Address Line 4:	Chicago, ILLINOIS 60610		
ATTORNEY DOCKET NUMBER:	14621/22		
NAME OF SUBMITTER:	Scott J. Slavick		
Signature:	/Scott J. Slavick/		
Date:	08/31/2012		

CH \$40.00 1718294

Total Attachments: 4

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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 RESTATED CERTIFICATE OF "SARA LEE BAKERY GROUP, INC.", CHANGING ITS NAME FROM "SARA LEE BAKERY GROUP, INC." TO "EARTHGRAINS BAKERY GROUP, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 9:03 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

0942744 8100

111170737

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9142615

DATE: 11-08-11

TRADEMARK
REEL: 004853 FRAME: 0811

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SARA LEE BAKERY GROUP, INC.**

Sara Lee Bakery Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

1. The Corporation's present name is Sara Lee Bakery Group, Inc. The Corporation was originally incorporated on August 13, 1982 under the name A-B Transition Company.
2. Pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware ("GCL"), the amendments and restatement herein set forth have been duly approved by the Board of Directors and stockholders of the Corporation.
3. Pursuant to Section 245 of the GCL, this Amended and Restated Certificate of Incorporation ("Restated Certificate") restates and integrates and further amends the provisions of the Restated Certificate of the Corporation.
4. The text of the Restated Certificate is hereby amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is Earthgrains Bakery Group, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1675 South State Street, Suite B, in the City of Dover, County of Kent, 19901. The name of its registered agent at that address is Capitol Services, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the GCL.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny (\$.01).

ARTICLE V

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.
3. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.
4. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the GCL or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article V by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
5. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provision of the GCL, this Restated Certificate of Incorporation, and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

ARTICLE VI

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, Sara Lee Bakery Group, Inc. has caused this Amended and Restated Certificate of Incorporation to be executed by a duly authorized officer this 6th day of November, 2011.



Claudia V. Coscia
Secretary