

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/17/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Stefco Industries, LLC		12/17/2012
			LIMITED LIABILITY COMPANY: FLORIDA
RECEIVING PARTY DATA			
Name:	Sofidel America Corp.		
Street Address:	1006 Marley Drive		
City:	Haines City		
State/Country:	FLORIDA		
Postal Code:	33844		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2695925	HEAVENLY SOFT
CORRESPONDENCE DATA			
Fax Number:	4045818330		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	404-581-8275		
Email:	srbrown@jonesday.com		
Correspondent Name:	Sidney R. Brown, Jones Day		
Address Line 1:	1420 Peachtree Street, NE		
Address Line 2:	Suite 800		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	674559-600001		
NAME OF SUBMITTER:	Sidney R. Brown		

OP \$40.00 2695925

Signature:	/Sidney R. Brown/
Date:	12/19/2012
Total Attachments: 6 source=Stefco Industries, LLC Merger into Sofidel America Corp#page1.tif source=Stefco Industries, LLC Merger into Sofidel America Corp#page2.tif source=Stefco Industries, LLC Merger into Sofidel America Corp#page3.tif source=Stefco Industries, LLC Merger into Sofidel America Corp#page4.tif source=Stefco Industries, LLC Merger into Sofidel America Corp#page5.tif source=Stefco Industries, LLC Merger into Sofidel America Corp#page6.tif	



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2012

FLORIDA FILING & SEARCH SERVICES, INC.

Re: Document Number P12000071735

The Articles of Merger were filed December 13, 2012, effective December 17, 2012, for SOFIDEL AMERICA CORP., the surviving Florida entity.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6870, the Regulatory/Qualification Section.

Karen A Saly
Regulatory Specialist II
Division of Corporations

Letter Number: 412A00029696

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TRADEMARK

REEL: 004923 FRAME: 0433

EFFECTIVE DATE
12-17-2012

FILED
12 DEC 13 AM 11:15
STATE OF FLORIDA

ARTICLES OF MERGER
OF
CELLYNNE HOLDINGS, LLC, CELLYNNE LLC, CELLYNNE U.S.A., LLC,
CELLYNNE OF NEVADA, LLC AND STEFCO INDUSTRIES, LLC
INTO
SOFIDEL AMERICA CORP.

The following articles of merger are submitted pursuant Section 607.1109 of the Florida Business Corporation Act.

FIRST: The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cellynne Holdings, LLC L12000108599	Florida	Limited Liability Company
Cellynne LLC L12000109813	Florida	Limited Liability Company
Cellynne U.S.A., LLC L12000109838	Florida	Limited Liability Company
Cellynne of Nevada, LLC L12000109815	Florida	Limited Liability Company
Stefco Industries, LLC L12000110050	Florida	Limited Liability Company

SECOND: The exact name, entity type and jurisdiction of the surviving party (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sofidel America Corp. P12000071735	Florida	Corporation

THIRD: The plan of merger attached hereto as Exhibit A (the "Plan of Merger") was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608 of Title XXXVI of the Florida Statutes.

FOURTH: The effective date of the merger shall be December 17, 2012.

FIFTH: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on December 13, 2012 and shareholder approval was not required.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

EXECUTED to be effective the 17th day of December, 2012.

SOFIDEL AMERICA CORP.

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE HOLDINGS, LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE U.S.A., LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE OF NEVADA, LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

STEFECO INDUSTRIES, LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

[Signature Page to the Articles of Merger]

EXHIBIT A
Plan of Merger
(See attached)

ATI-2540811v2

EFFECTIVE DATE
12-17-2012

PLAN OF MERGER

December 13, 2012

FILED
12 DEC 13 AM 11:15
TALLAHASSEE, FLORIDA

FIRST: The exact name, entity type and jurisdiction for each merging party (the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cellynne Holdings, LLC	Florida	Limited Liability Company
Cellynne LLC	Florida	Limited Liability Company
Cellynne U.S.A., LLC	Florida	Limited Liability Company
Cellynne of Nevada, LLC	Florida	Limited Liability Company
Stefco Industries, LLC	Florida	Limited Liability Company

SECOND: The exact name, entity type and jurisdiction of the surviving party (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sofidel America Corp.	Florida	Corporation

THIRD: The effective date of the merger shall be December 17, 2012 (the "Effective Date").

FOURTH: On the Effective Date all of the outstanding membership interests of the Merging Companies shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.

FIFTH: The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the corporation surviving the merger.

SIXTH: The bylaws of the Surviving Corporation shall be the bylaws of the corporation surviving the merger.

SEVENTH: The directors and officers of the Surviving Corporation shall be the directors and officers of the corporation surviving the merger and shall serve until successors are elected or appointed.

EIGHTH: The officers of the Surviving Corporation and the Merging Companies shall be and hereby are authorized to do all acts and things necessary to properly effect the merger.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Surviving Corporation and Merged Companies have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

SOFIDEL AMERICA CORP.

By: ANGELO DELLA MAGGIORA
Name: Angelo Della Maggiora
Title: CEO

CELLYNNE HOLDINGS, LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE U.S.A., LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

CELLYNNE OF NEVADA, LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

STEFECO INDUSTRIES, LLC

By: Angelo Della Maggiora
Name: ANGELO DELLA MAGGIORA
Title: CEO

[Signature Page to the Plan of Merger]

ATI-2540706v2