

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/13/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Joint Juice, Inc.		11/13/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Premier Nutrition Corporation
Street Address:	188 Spear Street
Internal Address:	Suite 600
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2625534	JOINT JUICE
Registration Number:	2727656	JOINT JUICE
Registration Number:	3361126	JOINT WATER
Registration Number:	3649203	JOINT JUICE FITNESS
Registration Number:	3614137	WORKS GREAT. TASTES GREAT.
Registration Number:	3665284	JOINT JUICE FITNESS WATER
Registration Number:	3764569	
Registration Number:	3634623	
Registration Number:	3992015	JOINT JUICE
Registration Number:	4029974	KEEP YOUR JOINTS HAPPY AND HEALTHY
Registration Number:	3997083	EASY SHOT
Serial Number:	85374293	OMEGA-EZ

OP \$515.00 2625534

Serial Number:	85627382	ENERGY FOR EVERY DAY
Serial Number:	85739378	ENERGY FOR EVERY DAY
Serial Number:	85711670	PREMIER PROTEIN
Serial Number:	85711689	COMPLETE ENERGY
Serial Number:	85721976	SPOONERS
Serial Number:	85715925	PREMIER PROTEIN
Serial Number:	85715955	PREMIER PROTEIN
Registration Number:	3583391	JOINT JUICE FITNESS

CORRESPONDENCE DATA

Fax Number:

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

Phone: 408-247-7090

Email: elizabeth@epowerslaw.com

Correspondent Name: Elizabeth E. Powers

Address Line 1: 1484 Pollard Road

Address Line 2: Suite 162

Address Line 4: Los Gatos, CALIFORNIA 95032

ATTORNEY DOCKET NUMBER:	JJIL-0100A
NAME OF SUBMITTER:	Elizabeth E. Powers
Signature:	/eepowers/
Date:	12/20/2012

Total Attachments: 4

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CERTIFICATE OF MERGER

OF

JOINT JUICE, INC.,
a California corporation

INTO

PREMIER NUTRITION CORPORATION,
a Delaware corporation

Under Section 252(c) of the Delaware General Corporation Law, Premier Nutrition Corporation, a Delaware corporation, hereby certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are (1) Joint Juice, Inc., a California corporation, and (2) Premier Nutrition Corporation, a Delaware corporation.

SECOND: An agreement and plan of merger (the "*Agreement and Plan of Merger*") providing for the merger of Joint Juice, Inc., a California corporation (the "*Corporation*"), into Premier Nutrition Corporation, a Delaware corporation (the "*Surviving Corporation*"), has been duly approved, adopted, certified, executed and acknowledged in accordance with Section 252(c) of the Delaware General Corporation Law.

THIRD: The full name of the Surviving Corporation is Premier Nutrition Corporation.

FOURTH: The certificate of incorporation of Premier Nutrition Corporation, a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: The Agreement and Plan of Merger as executed is on file at the principal place of business of the Surviving Corporation at:

Premier Nutrition Corporation
444 Spear Street, Suite 105
San Francisco, California 94105

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The Corporation has an authorized capital of 15,423,000 shares, of which 13,000,000 are designated Common Stock and 2,423,000 are designated Preferred Stock, of which 9,000 shares are designated Series A-1 Convertible Preferred Stock, 19,000 shares are designated Series A-2 Convertible Preferred Stock, 153,000 shares are designated Series A-3 Convertible Preferred Stock, 242,000 shares are designated Series A-4 Convertible Preferred Stock and 2,000,000 shares are designated Series A-5 Convertible Preferred Stock. Each of the shares of Common Stock and Preferred Stock have no par value.

Premier Nutrition Corporation, a Delaware corporation, has caused this Certificate to be signed in San Francisco, California, by David Ritterbush, its Chief Executive Officer, President and Secretary and David Cooper, its Chief Financial Officer, who affirm under penalties of perjury that the facts stated in this Certificate are true this September 24, 2012.



David Ritterbush, Chief Executive Officer,
President and Secretary

David Cooper, Chief Financial Officer

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 004926 FRAME: 0650

Premier Nutrition Corporation, a Delaware corporation, has caused this Certificate to be signed in San Francisco, California, by David Ritterbush, its Chief Executive Officer, President and Secretary and David Cooper, its Chief Financial Officer, who affirm under penalties of perjury that the facts stated in this Certificate are true this September 24, 2012.

David Ritterbush, Chief Executive Officer,
President and Secretary



David Cooper, Chief Financial Officer

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 004926 FRAME: 0651

STATE OF DELAWARE
CERTIFICATE OF CORRECTION

Premier Nutrition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is Premier Nutrition Corporation,
2. That a Certificate of Merger

(Title of Certificate Being Corrected)

was filed by the Secretary of State of Delaware on November 13, 2012 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate is: (must be specific)

Incorrect address

4. Article Fifth of the Certificate is corrected to read as follows:

188 Spear Street, Suite 600
San Francisco, CA 94105

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction this 4th day of December, A.D. 2012.

By 
Authorized Officer

Name: David Cooper

Print or Type

Title: Chief Financial Officer