

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Glutino USA, Inc.		12/18/2012
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GFA Brands, Inc.		
Street Address:	115 West Century Road		
Internal Address:	Suite 260		
City:	Paramus		
State/Country:	NEW JERSEY		
Postal Code:	07652		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2995271	THE GLUTEN-FREE PANTRY
CORRESPONDENCE DATA			
Fax Number:	4149788675		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	414 277 5675		
Email:	marta.levine@quarles.com		
Correspondent Name:	Marta S. Levine		
Address Line 1:	Quarles & Brady LLP		
Address Line 2:	411 East Wisconsin Avenue		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	139986.00002		
NAME OF SUBMITTER:	Marta S. Levine		

CH \$40.00 2995271

Signature:	/MartaLevine/
Date:	01/08/2013
Total Attachments: 3 source=Certified Copy Certificate of Merger Glutino USA_ Inc into GFA Brands_ Inc#page1.tif source=Certified Copy Certificate of Merger Glutino USA_ Inc into GFA Brands_ Inc#page2.tif source=Certified Copy Certificate of Merger Glutino USA_ Inc into GFA Brands_ Inc#page3.tif	

# Delaware

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## 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 CERTIFICATE OF MERGER OF "GFA BRANDS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2012, AT 4:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:58 O'CLOCK P.M.

3761547 8100

130020504

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0125697

DATE: 01-07-13

TRADEMARK  
REEL: 004938 FRAME: 0615

CERTIFICATE OF MERGER  
OF  
GLUTINO USA, INC.  
WITH AND INTO  
GFA BRANDS, INC.

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Pursuant to Section 251 of  
the Delaware General Corporation Law

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The undersigned, a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), hereby certifies, as of December 18, 2012, as follows:

FIRST: The name and jurisdiction of organization of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>State of Organization</u>
GFA Brands, Inc.	Delaware
Glutino USA, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated December 18, 2012 (the "Merger Agreement"), between GFA Brands, Inc., a Delaware corporation ("GFA"), and Glutino USA, Inc., a Delaware corporation ("Glutino USA"), has been approved, adopted, certified, executed and acknowledged by GFA and by Glutino USA in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the merger is "GFA Brands, Inc."

FOURTH: The Certificate of Incorporation of GFA in effect immediately prior to the Effective Time (defined below) shall be the certificate of incorporation of the surviving corporation until duly amended in accordance with the terms thereof and the DGCL.

FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation, the address of which is 115 West Century Road, Suite 260, Paramus, NJ 07652.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of Glutino USA and to any stockholder of GFA.

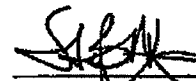
SEVENTH: This Certificate of Merger shall become effective as of 11:58 p.m. Eastern Standard Time on December 31, 2012 (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first above written.

GLUTINO USA, INC.

By:   
Name: Stephen B. Hughes  
Title: Chief Executive Officer and  
President

GFA BRANDS, INC.  
the surviving corporation

By:   
Name: Stephen B. Hughes  
Title: Chief Executive Officer and  
President

*[Signature Page to Certificate of Merger -- GFA and Glutino USA]*