

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Distillerie Stock U.S.A., Ltd.		12/22/2009
			LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Stock Spirits Group USA Inc.		
Street Address:	1000 Brickell Avenue		
Internal Address:	Suite 450		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33131		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3651844	ORZEL
CORRESPONDENCE DATA			
Fax Number:	7344184279		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	734-418-4278		
Email:	TMdocketing@honigman.com		
Correspondent Name:	Jennifer Sheehan Anderson		
Address Line 1:	39400 Woodward Avenue		
Address Line 2:	Suite 101		
Address Line 4:	Bloomfield Hills, MICHIGAN 48304-5151		
ATTORNEY DOCKET NUMBER:	218537-334220 DIST TO STO		

900244940

TRADEMARK
REEL: 004947 FRAME: 0590

CH \$40.00 3651844

NAME OF SUBMITTER:	Jennifer Sheehan Anderson
Signature:	/Jennifer Sheehan Anderson/
Date:	01/23/2013
Total Attachments: 5 source=No 2 Merger in favor of Stock Spirts Group USA Inc#page1.tif source=No 2 Merger in favor of Stock Spirts Group USA Inc#page2.tif source=No 2 Merger in favor of Stock Spirts Group USA Inc#page3.tif source=No 2 Merger in favor of Stock Spirts Group USA Inc#page4.tif source=No 2 Merger in favor of Stock Spirts Group USA Inc#page5.tif	

FILING RECEIPT

ENTITY NAME: STOCK SPIRITS GROUP USA INC.

DOCUMENT TYPE: MERGER (DCM, BUSINESS)
NAME

COUNTY: NASS

FILED: 12/30/2009 DURATION: ***** CASH#: 091230000047 FILM #: 091230000041

FILER:

EFFECT DATE

RICHARD H WAXMAN PC
445 CENTRAL AVE STE 362

12/30/2009

CEDARHURST, NY 11516-2001

ADDRESS FOR PROCESS:

REGISTERED AGENT:



CONSTITUENT NAME: HERITAGE BRANDS INC.

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FERS 120.00
FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 120.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 120.00
OPAL 0.00
REFUND 0.00

DCS-1025 (04/2007)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on December 30, 2009.

A handwritten signature in black ink, appearing to read "D. Shapiro", is written over the official seal.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

091230000041

CERTIFICATE OF MERGER

OF

HERITAGE BRANDS INC.
(Parent Corporation)

Into

DISTILLERIE STOCK U.S.A., LTD.
(Surviving Corporation)

Pursuant to Section 905 of the New York Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

1. The name of the parent corporation is Heritage Brands Inc. (the "Parent Corporation"). The Certificate of Incorporation of the Parent Corporation was filed by the Department of State of Delaware on July 16, 2007. The Parent Corporation filed an Application for Authority to do business in New York on February 8, 2008.

2. The name of the surviving corporation is Distillerie Stock U.S.A., Ltd. (the "Surviving Corporation"). The Certificate of Incorporation of the Surviving Corporation was filed by the Department of State of New York on September 23, 1946. The Surviving Corporation was formed under the name Stock Products, Inc.

3. The Board of Directors of the Parent Corporation has adopted a plan and agreement of merger (the "Plan of Merger") setting forth the terms and conditions of merging the Parent Corporation into the Surviving Corporation. The Plan of Merger has been approved by the shareholders of the Parent Corporation in accordance with Section 903 (a) of the New York Business Corporation Law and in accordance with applicable Delaware law.

4. The Board of Directors of the Surviving Corporation has also adopted the Plan of Merger described in Section 3 above. The Plan of Merger has been approved by the shareholders of the Parent Corporation in accordance with Section 903 (a) of the New York Business Corporation Law.

5. The designation and number of outstanding shares of each class of the Surviving Corporation, and the number of such shares owned by the Surviving Corporation are as follows:

<u>Designation</u>	<u>Outstanding</u>	<u>Owned by Surviving Corporation</u>
No Par Common Stock	57.4 Shares	0 Shares

6. The designation and number of outstanding shares of each class of the Parent Corporation, and the number of such shares owned by the Surviving Corporation are as follows:

TRADEMARK

REEL: 004947 FRAME: 0594

<u>Designation</u>	<u>Outstanding</u>	<u>Owned by Surviving Corporation</u>
\$0.01 Par Common Stock	100 Shares	0 Shares

7. All outstanding shares of the Surviving Corporation are owned by the Parent Corporation. Upon the effective time of the merger, each share of \$0.01 Par Common Stock of the Parent Corporation issued and outstanding immediately prior to the effective time shall be converted into one share of No Par Common Stock of the Surviving Corporation.

8. The Certificate of Incorporation of the Surviving Corporation will be amended in connection the merger by changing the name of the Surviving Corporation to Stock Spirits Group USA Inc.

9. To accomplish the amendment set forth in Section 8 hereof, Section 1 of the Certificate of Incorporation of the Surviving Corporation is hereby stricken and replaced with the following Section:

1. The name of the Corporation is Stock Spirits Group USA Inc.

Dated: December 22, 2009

DISTILLERIE STOCK U.S.A., LTD.

HERITAGE BRANDS INC.

By: 
Francisco Lozarely, President

By: 
Francisco Lozarely, President

091230000 *JW*

CERTIFICATE OF MERGER

OF

HERITAGE BRANDS INC.
(Parent Corporation)

Into

DISTILLERIE STOCK, U.S.A., LTD.
(Surviving Corporation)

Under Section 905 of the Business Corporation Law

**DRAWDOWN
DELANEY #30**

Richard H. Waxman, P.C.
445 Central Avenue, Suite 362
Cedarhurst, NY 11516-2001

FILED

2009 DEC 30 AM 8:47

lee
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 30 2009

TAX S. _____

BY: _____

1095
2009 DEC 29 PM 3:03

RECEIVED

047