

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
	Cellynne Holdings		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:	4267588	HEAVENLY CHOICE DOUBLE LAYER
CORRESPONDENCE DATA			
Fax Number:	9043987003		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	904-398-7000		
Email:	cbroughan@addmg.com		
Correspondent Name:	Crystal Broughan		
Address Line 1:	1301 Riverplace Blvd.		
Address Line 2:	Suite 1916		
Address Line 4:	Jacksonville, FLORIDA 32207		
ATTORNEY DOCKET NUMBER:	0113799		
NAME OF SUBMITTER:	Crystal Broughan		

OP \$40.00 4267588

Signature:	/Crystal Broughan/
Date:	02/25/2013
Total Attachments: 5 source=Cellynne to Sofidel#page1.tif source=Cellynne to Sofidel#page2.tif source=Cellynne to Sofidel#page3.tif source=Cellynne to Sofidel#page4.tif source=Cellynne to Sofidel#page5.tif	

EFFECTIVE DATE
12-17-2012

FILED
12 DEC 13 AM 11:15

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.

STATE
OF FLORIDA

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 L12000108399	Florida	Limited Liability Company
Cellynne LLC L12000109813	Florida	Limited Liability Company
Cellynne U.S.A., LLC L12000109832	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

STEFCO INDUSTRIES, LLC

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

[Signature Page to the Articles of Merger]

ATE-2540811v2

EXHIBIT A
Plan of Merger
(See attached).

ATI-2540811v2

PLAN OF MERGER

EFFECTIVE DATE
12-17-2012

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]

ATT-2340706V2

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 Maggiona
Name: Angelo Della Maggiona
Title: CEO

CELLYNNE HOLDINGS, LLC

By: Angelo Della Maggiona
Name: ANGELA DELLA MAGGIONA
Title: CEO

CELLYNNE LLC

By: Angelo Della Maggiona
Name: ANGELA DELLA MAGGIONA
Title: CEO

CELLYNNE U.S.A., LLC

By: Angelo Della Maggiona
Name: ANGELA DELLA MAGGIONA
Title: CEO

CELLYNNE OF NEVADA, LLC

By: Angelo Della Maggiona
Name: ANGELA DELLA MAGGIONA
Title: CEO

STEFCO INDUSTRIES, LLC

By: Angelo Della Maggiona
Name: ANGELA DELLA MAGGIONA
Title: CEO

[Signature Page to the Plan of Merger]

ATL-2540706v2