900247803 02/25/2013

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	Entity Type
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

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

via US Mail.

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

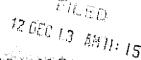
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Signature:	/Crystal Broughan/
Date: 02/25/2013	
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ARTICLES OF MERGER OF



CELLYNNE HOLDINGS, LLC, CELLYNNE LLC, CELLYNNE U.S.A. LLC, CELLYNNE OF NEVADA, LLC AND STEFCO INDUSTRIES, LLC

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:

Name	<u>Jurisdiction</u>	Entity Type
Cellynne Holdings, LLC	Florida	Limited Liability Company
Cellynne LLC L1200109813	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:

Name	<u>Jurisdiction</u>	Entity Type
Solidel America Corp. Pl2000071735	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]

ATI-2540811v2

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

By: Augelo Della Hoffe By: Augelo Della Hoffe By: Augelo Della Hoffe Name: ANGELO DELLA MAGGIORA Name: ANGELO DELLA MAGGIORA
CELLYNNE HOLDINGS, LLC
CELLYNNE HOLDINGS, LLC
CELLYNNE HOLDINGS, LLC
Ru Musclo Dolla This
Name: ANGELO DELLA MAGGIORA
Title: GEO
CELLYNNE LLC
By: Chifch Della Mage
By: Carpelo Della Marte
Name: ANGELO DELCA MAGGIOPLA
Title: <u>ceo</u>
CELLYNNE U.S.A., LLC
By: Augelo Dallo Helle. Name: ANGELO PELLA MAGGIORA
Name: ANGELO PELLA MAGGIORA
Title: CEO
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CELLYNNE OF NEVADA, LLC
A A A OF OP
By: Auple Delle Hay
Name: ANGELO DELLA MAGGION
Title: CFO
STEFCO INDUSTRIES, LLC
By: Acycle Delle Hoff. Name: ANGELO DELLA MAGGIORA
Name: ANGELO DELLA MAGGIORA
Title: CEO
4.4147.

[Signature Page to the Articles of Merger]

ATT-2540811v2

EXHIBIT A

Plan of Merger (See attached)

ATT-2540811v2



PLAN OF MERGER



December 13, 2012

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

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

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

Name	<u>Jurisdiction</u>	Entity Type
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-2540706v2

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.

	L AMERICA CORP.
By: Ar	16640 OFLIA MA GGIONA Wille Della Plaffer
Name: c	Unido Della Plastin
Title:	(FO
..****. ·	
27 PK 1 SZ	NNE HOLDINGS, LLC
i Karanda K	2 n 1 // //
By:	lujelo Doble Heyla
Name:	4 SELD DELTA MAGGIONS
Title:	CEO
CRETU	NNE LLC
C. Pelleke K.	AND DEC
By: (Reigilo Della Hoffia MA 6610AD
Name: /	INGULO POLLA MAGGIORA
Title:	CEO
ČET I V	NNE U.S.A., LLC
Chara	A A OF OF
By:	Chijde Della Hyper
Name:	anger Della Myr. ANGELONA
Title:	CEO
PIRETV	NNE OF NEVADA, LLC
	A A A Da
By:	Suplo Villa Hope
Name:	ANGELO DELLA MAGGIONA
Title:	CEO
(27) 170 172 172 173 1	O INDUSTRIES, LLC
By:	Shirele Della 164
Name:	ANGELO PECIA MAGGIONA
Title:	CEO

[Signature Page to the Plan of Merger]

ATU-2540706v2

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RECORDED: 02/25/2013