

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	02/04/2009														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>The Tupman Thurlow Co., Inc.</td> <td></td> <td>02/04/2009</td> <td>CORPORATION: NEW YORK</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	The Tupman Thurlow Co., Inc.		02/04/2009	CORPORATION: NEW YORK				
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The Tupman Thurlow Co., Inc.		02/04/2009	CORPORATION: NEW YORK												
RECEIVING PARTY DATA															
Name:	SB Holdings, Inc.														
Street Address:	40 Tower Lane														
City:	Avon														
State/Country:	CONNECTICUT														
Postal Code:	06001														
Entity Type:	CORPORATION: CONNECTICUT														
PROPERTY NUMBERS Total: 3															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3973091</td> <td>CHEF'S TABLE</td> </tr> <tr> <td>Registration Number:</td> <td>1571146</td> <td>CHEF'S TABLE</td> </tr> <tr> <td>Registration Number:</td> <td>1572162</td> <td>HEREFORD</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	3973091	CHEF'S TABLE	Registration Number:	1571146	CHEF'S TABLE	Registration Number:	1572162	HEREFORD
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Registration Number:	3973091	CHEF'S TABLE													
Registration Number:	1571146	CHEF'S TABLE													
Registration Number:	1572162	HEREFORD													
CORRESPONDENCE DATA															
Fax Number:	3129800765														
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>															
Phone:	312-269-8000														
Email:	mhoffman@ngelaw.com														
Correspondent Name:	Lee J. Eulgen														
Address Line 1:	Neal Gerber & Eisenberg LLP														
Address Line 2:	Two North LaSalle Street														
Address Line 4:	Chicago, ILLINOIS 60602														
ATTORNEY DOCKET NUMBER:	18617.0701														

CH \$90.00 3973091

NAME OF SUBMITTER:	Lee J. Eulgen
Signature:	/Lee J. Eulgen/
Date:	02/28/2013
Total Attachments: 4 source=THE TUPMAN THURLOW and SB HOLDINGS Merger and JBS Change of Name#page1.tif source=THE TUPMAN THURLOW and SB HOLDINGS Merger and JBS Change of Name#page2.tif source=THE TUPMAN THURLOW and SB HOLDINGS Merger and JBS Change of Name#page3.tif source=THE TUPMAN THURLOW and SB HOLDINGS Merger and JBS Change of Name#page4.tif	

CERTIFICATE OF MERGER

OF

THE TUPMAN THURLOW CO., INC.

WITH

SB HOLDINGS, INC.

To the Secretary of State
State of Connecticut

Pursuant to the provisions of the Business Corporation Act of the State of Connecticut governing the merger of one or more foreign subsidiary corporations with a domestic parent corporation, it is hereby certified that:

FIRST: The names of the merging corporations are The Tupman Thurlow Co., Inc., which is a business corporation organized under the laws of the State of New York, which is to be the terminating corporation, and which is sometimes hereinafter referred to as the "subsidiary corporation," and SB Holdings, Inc., which is a business corporation organized under the laws of the State of Connecticut, which is to be the surviving corporation, and which is sometimes hereinafter referred to as the "parent corporation."

SECOND: The subsidiary corporation has only one class of outstanding shares, all of which are owned by the parent corporation.

THIRD: The Certificate of Incorporation of the parent corporation contains no provisions for merging the subsidiary corporation with the parent corporation in a manner otherwise than that prescribed by the provisions of Section 33-818 of the Business Corporation Act of the State of Connecticut.

FOURTH: The Plan of Merger provides for the amendment of the Certificate of Incorporation of the parent corporation to change its name JBS Trading USA, Inc.

FIFTH: Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging the subsidiary corporation with the parent corporation as approved by resolution of the Board of Directors and shareholders holding all of the outstanding shares of each of said merging corporations.

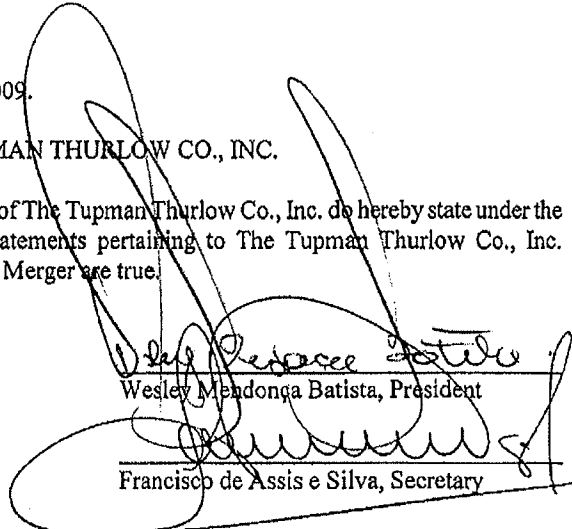
SIXTH: A merger of a kind permitted by the provisions of Section 33-819 of the Business Corporation Act of the State of Connecticut is permitted by the laws of the jurisdiction of organization of the subsidiary corporation, more specifically Sections 901 and 904 of the Business Corporation Law of the State of New York; and the terms were duly authorized by all action required by the law of the state or country under which the subsidiary corporation or other entity is organized or by which it is governed, and by its certificate of incorporation or organizational documents.

NY 239244716v1

Executed on this 4th day of February 2009.

THE TUPMAN THURLOW CO., INC.

The undersigned officers of The Tupman Thurlow Co., Inc. do hereby state under the penalties of false statement that the statements pertaining to The Tupman Thurlow Co., Inc. contained in the foregoing Certificate of Merger are true.



Wesley Mendonça Batista, President

Francisco de Assis e Silva, Secretary

Executed on this 4th day of February 2009.

SB HOLDINGS, INC.

The undersigned officers of SB Holdings, Inc. do hereby state under the penalties of false statement that the statements pertaining to SB Holdings, Inc. contained in the foregoing Certificate of Merger are true.



Wesley Mendonça Batista, President

Francisco de Assis e Silva, Secretary

NY 239244716v1

PLAN OF MERGER

PLAN OF MERGER approved on 4th February 2009 by THE TUPMAN THURLOW CO., INC., a business corporation organized under the laws of the State of New York, and by resolution adopted by its Board of Directors and its sole shareholder, on said date, and approved by SB HOLDINGS, INC., a business corporation organized under the laws of the State of Connecticut, and by resolution adopted by its Board of Directors and sole shareholder on said date.

1. The Tupman Thurlow Co., Inc. shall be merged with SB Holdings, Inc. pursuant to the provisions of the New York Business Corporation Law and pursuant to the provisions of the Business Corporation Act of the State of Connecticut. SB Holdings, Inc., which owns all of the outstanding shares of The Tupman Thurlow Co., Inc., shall be the surviving corporation pursuant to the provisions of the Business Corporation Act of the State of Connecticut and is sometimes hereinafter referred to as the "surviving parent corporation." The separate existence of The Tupman Thurlow Co. Inc., which is sometimes hereinafter referred to as the "terminating subsidiary corporation," shall cease upon the effective date of the merger in accordance with the provisions of the New York Business Corporation Law.

2. The Certificate of Incorporation of the surviving parent corporation upon the effective date of the merger in the State of Connecticut and shall be the Certificate of Incorporation of said surviving parent corporation, and shall be amended to change the surviving parent corporation's name to "JBS Trading USA, Inc."

3. The by-laws of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the by-laws of said surviving parent corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Connecticut.

4. The directors and officers in office of the surviving parent corporation upon the effective date of the merger in the State of Connecticut shall continue to be the members of the Board of Directors and the officers of the surviving parent corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving parent corporation.

5. The issued shares of the terminating subsidiary corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of the surviving parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving parent corporation.

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6. In the event that the merger of the terminating subsidiary corporation with the surviving parent corporation shall have been fully authorized in accordance with the provisions of the Business Corporation Act of the State of Connecticut and in accordance with the provisions of the New York Business Corporation Law, the terminating subsidiary corporation and the surviving parent corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Connecticut and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating subsidiary corporation and of the surviving parent corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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Rec+cc
DATA REPORTING CORP.
330 ROBERTS STREET, SUITE 203
EAST HARTFORD, CT 06108-3654