

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sottera, Inc.		07/17/2012	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	NJOY, Inc.		
Street Address:	15211 N. Kierland Blvd., Suite 200		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85254		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	3427769	NJOY	
Registration Number:	3605693	NPRO	
Registration Number:	3672836	NROBO	
Registration Number:	4159073		
Registration Number:	4159085	ONEJOY	
Serial Number:	85484081	FREEDOM AT YOUR FINGERTIPS	
Serial Number:	85484107	EXPLORE THE GREAT INDOORS	
Serial Number:	85491774	FRIENDS DON'T LET FRIENDS SMOKE	
Serial Number:	85498981	THE LAST MATCHES YOU WILL EVER NEED	
Serial Number:	85538817	UNSMOKING	
Serial Number:	85538826	UNCIGARETTE	
Serial Number:	85554072	NJOY	
Serial Number:	85561918	KICK ASH	
Serial Number:	85561931	KICK BUTT	

OP \$565.00 3427769

Serial Number:	85563209	NJOY SLIMS
Serial Number:	85577390	NJOY LIFE
Serial Number:	85604290	FLIP, FLAVOR FREEDOM
Serial Number:	85605874	IT'S NOT JUST A GOOD IDEA, IT'S A GOOD S
Serial Number:	85614987	NJOY A REAL SMOKE BREAK
Serial Number:	85617294	SEE THE LIGHT
Serial Number:	85632207	SATISFYING SMOKE
Serial Number:	85644060	REAL SMOKING ENJOYMENT

CORRESPONDENCE DATA

Fax Number: 4809472663

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

Email: fweiss@weissiplaw.com

Correspondent Name: Farley I. Weiss and Mark H. Weiss

Address Line 1: 4204 N. Brown Avenue

Address Line 4: Scottsdale, ARIZONA 85251

ATTORNEY DOCKET NUMBER: NJOY TRADEMARKS

NAME OF SUBMITTER: Farley I. Weiss

Signature: /Farley I. Weiss/

Date: 04/30/2013

Total Attachments: 5
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Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"SOTTERA, INC.", A NEVADA CORPORATION,

WITH AND INTO "NJOY, INC." UNDER THE NAME OF "NJOY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JULY, A.D. 2012, AT 6:56 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5139144 8100M

120845648



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9720503

DATE: 07-19-12

TRADEMARK
REEL: 005017 FRAME: 0925

CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Sottera, Inc., a Nevada corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into NJOY, Inc., a Delaware corporation and the wholly owned subsidiary of the Parent Corporation (the "Surviving Corporation"), does hereby certify:

FIRST: That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.

SECOND: That the Parent Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

THIRD: That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by the members thereof and dated as of May 7, 2012, approving the Merger and this Certificate of Ownership and Merger.

FOURTH: That the holders of a majority of the outstanding stock of the Parent Corporation entitled to vote have approved the Merger by written consent pursuant to the provisions of Nev. Rev. Stat. sec. 78.320.

[Signature Page Follows.]

IN WITNESS WHEREOF, Parent Corporation has caused this certificate to be signed by Craig Weiss, its President, this 17th day of July, 2012.

SOTTERA, INC.
a Nevada corporation

By: /s/ Craig Weiss
Craig Weiss
President

EXHIBIT A

RESOLUTIONS FROM OF THE BOARD OF DIRECTORS OF SOTTERA, INC.

Reincorporation Merger

WHEREAS, it is in the best interests of the Corporation to (i) reincorporate the Corporation in the State of Delaware as a Delaware corporation (the "**Reincorporation Merger**"), in order to, but not limited to, take advantage of the flexibility, responsiveness and better developed case law of the State of Delaware; and, (ii) incorporate a new corporation in Delaware, to be called NJOY, Inc. ("**NJOY**"), and merge the Corporation with and into NJOY pursuant to the terms and conditions of the Agreement and Plan of Merger in substantially the form attached hereto as Exhibit A (the "**Merger Agreement**"), which provides that NJOY shall be the surviving corporation of the merger of the Corporation with and into NJOY, in order to accomplish the Reincorporation Merger.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Corporation are hereby authorized to take all necessary actions in connection with the formation of NJOY, including the purchase by the Corporation of 1,000 shares of Common Stock of NJOY at a purchase price of \$0.001 per share.

RESOLVED FURTHER, that the Reincorporation Merger is hereby approved.

RESOLVED FURTHER, that the Merger Agreement is hereby adopted and approved, together with such changes therein and to the schedules and exhibits thereto as any officer may in his or her discretion approve (such approval being conclusively evidenced by such officer's execution thereof), and the Corporation is authorized to merge with NJOY pursuant to the terms of the Merger Agreement.

RESOLVED FURTHER, pursuant to the Merger Agreement:

- every one (1) share of outstanding Common Stock of Sottera will be exchanged for one (1) share of Common Stock of NJOY;
- every outstanding option to purchase one (1) share of Common Stock of Sottera will be assumed by NJOY and converted into an option to purchase one (1) share of Common Stock of NJOY, with no change in the exercise price thereof;

- every outstanding warrant to purchase one (1) share of Common Stock of Sottera will be assumed by NJOY and converted into a warrant to purchase one (1) share of Common Stock of NJOY, with no change in the exercise price thereof;
- every one (1) share of outstanding Series A Preferred Stock of Sottera will be exchanged for one (1) share of Series A Preferred Stock of NJOY;

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized to solicit the approval by the shareholders of the Corporation of the Reincorporation Merger and the Merger Agreement.

RESOLVED FURTHER, that the effective date of the Reincorporation Merger shall be the date of filing of the Certificate of Ownership and Merger or the Merger Agreement in the Office of the Secretary of State of Delaware.

RESOLVED FURTHER, that the Board hereby recommends the approval by the shareholders of the Corporation of the Reincorporation Merger and the Merger Agreement.