

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EL GUAPO FOODS, LLC		11/10/2011	LIMITED LIABILITY COMPANY: CALIFORNIA
PRODUCE PARTNERS, LLC		11/10/2011	LIMITED LIABILITY COMPANY: ILLINOIS

RECEIVING PARTY DATA

Name:	MOJAVE FOODS CORPORATION
Street Address:	18 LOVETON CIRCLE
City:	SPARKS
State/Country:	MARYLAND
Postal Code:	21152
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3324139	EL GUAPO
Registration Number:	2041660	EL GUAPO
Registration Number:	3265237	EL GUAPO
Registration Number:	2371947	PRODUCE PARTNERS
Registration Number:	1023884	SALAD CRUNCHIES
Registration Number:	1560028	SUPER SLAW
Registration Number:	1563553	PRODUCE PARTNERS
Registration Number:	1561174	POTATO TOPPERS

CORRESPONDENCE DATA

Fax Number: 2022891330

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

Phone: 202-289-1313
Email: jweinstein@btlaw.com
Correspondent Name: Barnes & Thornburg LLP
Address Line 1: 1717 Pennsylvania Avenue, N.W.
Address Line 2: Suite 500
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

ATTORNEY DOCKET NUMBER:	60605-000100
NAME OF SUBMITTER:	Jordan S. Weinstein, Esquire
Signature:	/jsw/
Date:	07/30/2013

Total Attachments: 9

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**State of California
Secretary of State**

OBE MERG

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

NOV 29 2011

Certificate of Merger

(California Corporations Code sections

1113(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17552)

EFFECTIVE
DATE

NOV 30 2011

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Mojave Foods Corporation	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER C1680989	4. JURISDICTION Maryland												
5. NAME OF DISAPPEARING ENTITY El Guapo Foods, LLC	6. TYPE OF ENTITY Ltd. Liability Co.	7. CA SECRETARY OF STATE FILE NUMBER 200833610133	8. JURISDICTION California												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
<p><u>SURVIVING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>No shareholder vote required</td> <td></td> <td>N/A</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	No shareholder vote required		N/A	<p><u>DISAPPEARING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>Common membership interest</td> <td></td> <td>50%+</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	Common membership interest		50%+
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
No shareholder vote required		N/A													
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
Common membership interest		50%+													
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.															
<input checked="" type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
N/A															
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.															
PRINCIPAL ADDRESS OF SURVIVING ENTITY 18 Loveton Circle		CITY AND STATE Sparks, MD	ZIP CODE 21152												
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
See attached Agreement, Plan and Articles of Merger.															
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.		15. FUTURE EFFECTIVE DATE, IF ANY													
Sec. 3-102 Maryland Gen. Corp. Law; Sec. 37-20 Illinois Limited Liability Co Act		<u>11</u> - <u>30</u> - <u>2011</u> (Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.															
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.															
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		November 10, 2011 DATE													
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For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:		N/A													

ATTACHMENT TO CERTIFICATE OF MERGER OF
EL GUAPO FOODS, LLC AND PRODUCE PARTNERS, LLC INTO
MOJAVE FOODS CORPORATION

Name of Disappearing Entity: Produce Partners, LLC
Type of Entity: Limited Liability Company
California SOS File Number: None
Jurisdiction of Formation: Illinois

The principal terms of the Agreement of Merger were approved by a vote of the number of interest of each class of Produce Partners that equaled the vote required, as follows:

Class and Number: Common Membership Interests
Percentage Vote Required: Majority

ATTACHMENT TO CERTIFICATE OF MERGER OF
EL GUAPO FOODS, LLC AND PRODUCE PARTNERS, LLC INTO
MOJAVE FOODS CORPORATION

AGREEMENT PURSUANT TO SECTION 17555(g)

- (1) This is an agreement that Mojave Foods Corporation, as the surviving entity in the attached merger, may be served in the State of California in a proceeding for the enforcement of any obligation of El Guapo Foods, LLC, the disappearing California limited liability company in such merger, and in any proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in El Guapo Foods, LLC.
- (2) Mojave Foods Corporation, as such surviving entity, hereby irrevocably appoints the Secretary of State of the State of California as its agent for service of process, and the address to which such process may be forwarded is:

18 Loveton Circle
Sparks, Maryland 21152
Attention: General Counsel
- (3) Mojave Foods Corporation, as such surviving entity, agrees that it will promptly pay the holder of any dissenting interest or dissenting share in El Guapo Foods, LLC the amount to which that person is entitled under California law.

200833610133
TRADEMARK

AGREEMENT, PLAN AND ARTICLES OF MERGER

OF

EL GUAPO FOODS, LLC
(a California limited liability company)

AND

PRODUCE PARTNERS, LLC
(an Illinois limited liability company)

INTO

MOJAVE FOODS CORPORATION
(a Maryland corporation)

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER (these "Articles of Merger") are made as of November 10, 2011, by and among EL GUAPO FOODS, LLC, a California limited liability company ("El Guapo"), PRODUCE PARTNERS, LLC, an Illinois limited liability company ("Produce Partners"), and MOJAVE FOODS CORPORATION, a Maryland corporation ("Mojave").

FIRST: Each of El Guapo, Produce Partners and Mojave, being all of the entities that are party to these Articles of Merger, do hereby agree to effect a merger of said entities upon the terms and conditions herein set forth.

SECOND: The successor or surviving corporation in the merger is Mojave, which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Baltimore County, and which will continue its corporate existence under its present name pursuant to the provisions of the Maryland General Corporation Law. Mojave is qualified to do business as a foreign corporation in the State of California under file number C1680989. The street address of Mojave's principal place of business is 18 Loveton Circle, Sparks, Maryland 21152.

THIRD: The two entities to be merged into Mojave pursuant to these Articles of Merger are as follows:

(i) El Guapo is a limited liability company formed in the State of California, which was formed under the California Limited Liability Company Act on December 1, 2008, and the existence of which will cease at the effective time of the merger in accordance with the provisions of the California Limited Liability Company Act. The principal office of El Guapo in the State of Maryland is located in Baltimore County. El Guapo owns no interest in land in the State of Maryland. El Guapo is not qualified to do business as a foreign limited liability company in the State of Maryland.

(ii) Produce Partners, which is a limited liability company formed in the State of Illinois, which was formed under the Illinois Limited Liability Company Act on November 20, 2008, and the existence of which will cease at the effective time of the merger in accordance with the provisions of the Illinois Limited Liability Company Act. The principal

office of Produce Partners in the State of Maryland is located in Baltimore County. Produce Partners owns no interest in land in the State of Maryland. Produce Partners is not qualified to do business as a foreign limited liability company in the State of Maryland or the State of California.

FOURTH: No amendments to the charter or bylaws of Mojave are to be effected as part of the merger.

FIFTH: The authorized share structure at the time of execution of these Articles of Merger of Mojave, which is the sole corporation party to these Articles of Merger, is as follows:

Total number of shares of all classes:	100,000
Number and par value of shares of each class having par value:	100,000 shares Common Stock, par value \$0.01 per share
Number of shares of each class without par value:	None
Aggregate par value of all shares with par value:	\$1,000

SIXTH: At the time of execution of these Articles of Merger, the class and percentage of membership interests in each of the limited liability companies party to these Articles of Merger is as follows:

(i) El Guapo has a single class of membership interest, representing 100% of its issued and outstanding membership interests, and Mojave is the sole member of El Guapo, holding 100% of such issued and outstanding membership interests.

(ii) Produce Partners has a single class of membership interest, representing 100% of its issued and outstanding membership interests, and Mojave is the sole member of Produce Partners, holding 100% of such issued and outstanding membership interests.

SEVENTH: At the effective time of the merger, the issued and outstanding limited liability company membership interests in each of El Guapo and Produce Partners shall each be cancelled, and no consideration of any kind shall be given therefor.

EIGHTH: At the effective time of the merger, the issued shares of Mojave capital stock shall not be affected in any way, but each issued share of capital stock of Mojave shall continue to evidence one corresponding share of capital stock of the successor or surviving corporation.

NINTH: The terms and conditions of the merger provided for in these Articles of Merger have been advised, authorized and approved by each corporation and limited liability company party to these Articles of Merger in the manner and by the vote required by its charter and the laws of the place where it is organized, as follows:

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(i) The Board of Directors of Mojave approved the merger described in these Articles of Merger by a unanimous written consent in lieu of meeting dated as of November 10, 2011. As the merger will not reclassify, change the terms of or increase the number of outstanding shares of any class or series of Mojave stock, nor amend the certificate of incorporation of Mojave, such consent of the Board of Directors of Mojave is sufficient for Mojave to approve these Articles of Merger under Section 3-105(a)(5)(i) of the Maryland General Corporation Law.

(ii) The Board of Directors and Sole Member of El Guapo approved the merger described in these Articles of Merger by a joint unanimous written consent in lieu of meeting dated as of November 10, 2011, in accordance with Sections 2.1.4 and 2.2 of the Limited Liability Company Operating Agreement of El Guapo dated as of December 1, 2008.

(iii) The Board of Directors and Sole Member of Produce Partners approved the merger described in these Articles of Merger by a joint unanimous written consent in lieu of meeting dated as of November 10, 2011, in accordance with Sections 2.1.4 and 2.2 of the Limited Liability Company Operating Agreement of Produce Partners dated as of November 20, 2008.

TENTH: The directors and officers of Mojave at the effective time of the merger shall be the members of the Board of Directors and the officers of the successor or surviving 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 Mojave's bylaws.

ELEVENTH: Mojave, as the successor or surviving corporation, shall promptly (i) cause these Articles of Merger to be filed with the Secretary of State of the State of Maryland, (ii) execute a certificate of merger satisfying the requirements of the California Limited Liability Company Act and cause such certificate to be filed with the Secretary of State of the State of California, and (iii) execute articles of merger satisfying the requirements of the Illinois Limited Liability Company Act and cause such articles of merger to be filed with the Secretary of State of the State of Illinois.


TWELFTH: The proper officers of each of El Guapo, Produce Partners and Mojave shall execute, acknowledge, deliver and perform any and all other agreements, instruments, certificates and documents, pay such fees and taxes, give such notices, make such filings, obtain such governmental and third-party consents, and take such actions in the name and on behalf of El Guapo, Produce Partners and Mojave as such persons may deem necessary or advisable to effectuate any of the provisions of these Articles of Merger or of the merger provided for herein.

THIRTEENTH: The merger described in these Articles of Merger shall be effective as of 11:59 p.m. on November 30, 2011.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed, as of the date first set forth above, for and on behalf of Mojave by its President, who does hereby acknowledge that these Articles of Merger are the act of such corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information,


and belief; and these Articles of Merger are hereby signed, as of the date first set forth above, for and on behalf of each of El Guapo and Produce Partners by an authorized person, each of whom does hereby acknowledge that said Articles of Merger are the act of said limited liability company, and each of whom does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief.

MOJAVE FOODS CORPORATION

By: 
Name: Mark T. Timbie
Title: Chairman and President

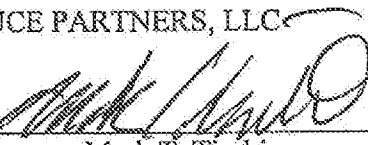

Paul Nolan, Assistant Secretary


EL GUAPO FOODS, LLC

By: 
Name: Mark T. Timbie
Title: Chairman and President and Manager


Paul Nolan, Assistant Secretary

PRODUCE PARTNERS, LLC

By: 
Name: Mark T. Timbie
Title: Chairman and President


Paul Nolan, Assistant Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

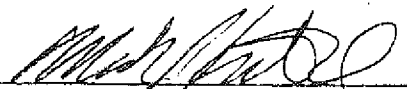
Mark T. Timbie and Paul Nolan certify that:

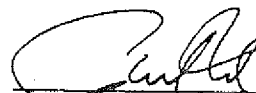
1. They are the President and the Assistant Secretary, respectively, of Mojave Foods Corporation, a Maryland corporation (the "Corporation").
2. The Agreement, Plan and Articles of Merger in the form attached (the "Agreement of Merger") was duly approved by the unanimous written consent of the board of directors of the Corporation (the "Board"), representing a vote that equaled or exceeded the vote required.
3. As the merger will not reclassify, change the terms of or increase the number of outstanding shares of any class or series of stock of the Corporation, the Agreement of Merger was entitled to be and was approved by the Board alone, without shareholder approval, under Section 3-105(a)(5)(i) of the Maryland General Corporation Law.
4. There are 100,000 outstanding shares of the Corporation, all of a single class, but no such shares were entitled to vote on the merger for the reasons stated in paragraph 3 hereof.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 10, 2011

MOJAVE FOODS CORPORATION

By: 
Name: Mark T. Timbie
Title: Chairman and President


Paul Nolan, Assistant Secretary

TRADEMARK

REEL: 005081 FRAME: 0271


2008 33610133



I hereby certify that the foregoing 100
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

NOV 30 2011

Date: _____


DEBRA BOWEN, Secretary of State