

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

10/16/2013
 900269058

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/26/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Dining Alliance, Inc.		01/30/2013
			Entity Type
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Dining Alliance, Inc.		
Street Address:	280 Lincoln Street		
City:	Allston		
State/Country:	MASSACHUSETTS		
Postal Code:	02134		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	77232421	DINING ALLIANCE
CORRESPONDENCE DATA			
Fax Number:	6177224999		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6179736100		
Email:	jlynch@pbl.com		
Correspondent Name:	Jennifer Lynch		
Address Line 1:	800 Boylston Street		
Address Line 2:	Postemak Blankstein & Lund LLP		
Address Line 4:	Boston, MASSACHUSETTS 02199		
NAME OF SUBMITTER:	Jennifer Lynch for Gary W. Smith		
Signature:	/Gary W. Smith/		

OP \$40.00 77232421

Date:

10/16/2013

Total Attachments: 6

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on March 26, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 05/09

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CERTIFICATE OF MERGER

of

DINING ALLIANCE, INC.
a New York corporation

With and Into

DINING ALLIANCE, INC.
a Massachusetts corporation

(Pursuant to Section 907 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "Surviving Corporation", is Dining Alliance, Inc., a Massachusetts corporation, incorporated on February 4, 2013.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "Merged Corporation", is Dining Alliance, Inc., a New York corporation, incorporated on September 27, 2001. The original name of the New York entity was: BUYING ALLIANCE, INC.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Dining Alliance, Inc. (Massachusetts)

Name and Type of Stock Outstanding	Number of Outstanding Shares	Name and type of Shares entitled to Vote
Common	275,000	Common

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Dining Alliance, Inc. (New York)

Name and Type of Stock Outstanding	Number of Outstanding Shares	Name and type of Shares entitled to Vote
Common	10,000,000 @ \$ 0.001	Common

FIFTH: The merger herein certified was authorized in respect of the Merged Corporation by the vote of the holders of all outstanding shares entitled to vote on the plan of merger under the certificate of incorporation. Written notice has been given as and to the extent required by section 615.

SIXTH: All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the Merged Corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated, is subject to amendment. The Surviving Corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

SEVENTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the Surviving Corporation and is in compliance with said laws.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

NINTH: The Surviving Corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

TENTH: The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in

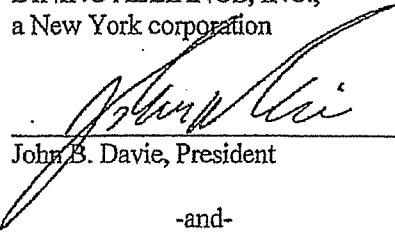
paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: 280 Lincoln Street, Allston, MA 02134.

ELEVENTH: The foreign corporation is not qualified to do business in New York State, and will not do business in New York State until their application for authority to do business in New York State is filed.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 20th day of January, 2013.

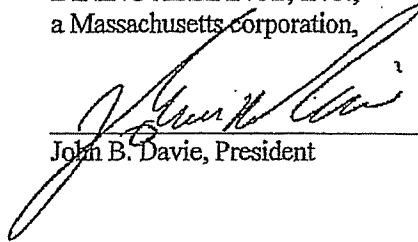
DINING ALLIANCE, INC.,
a New York corporation



John B. Davie, President

-and-

DINING ALLIANCE, INC.,
a Massachusetts corporation



John B. Davie, President

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CERTIFICATE OF MERGER

of

DINING ALLIANCE, INC.
a New York corporation

With and Into

DINING ALLIANCE, INC.
a Massachusetts corporation

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 25 2013
TAXS _____
BY: QuV

Under Section 907 of the Business Corporation Law.

Filed by: Karen Corrina, Posternak Blankstein & Lund LLP
(Name)

Prudential Tower, 800 Boylston Street, Boston, MA 02199
(Mailing address)

617-973-6100
(Telephone)

kcorrina@pbl.com
(Email)

FILED
2013 MAR 25 PM 12:05

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2013 MAR 22 PM 3:07
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