

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Groeb Farms, Inc.		12/31/2013
			<b>Entity Type</b>
			CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Natural American Foods, Inc.		
<b>Street Address:</b>	10464 Bryan Highway		
<b>City:</b>	Onsted		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	49265		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Serial Number:	85786146	THERAPY
	Serial Number:	85773816	NUTRITHERAPY
	Registration Number:	3907825	GROEB FARMS, INC.
	Registration Number:	3907823	GROEB FARMS INC.
	Registration Number:	1763109	GOURMET JOSE
	Registration Number:	3061871	SUPERIOR HONEY
<b>CORRESPONDENCE DATA</b>			
Fax Number:	3128622200		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	312-862-2000		
Email:	donna.gasiorowski@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 North LaSalle Street		

CH \$165.00 85786146

Address Line 2: c/o Donna Gasiorowski, Sr. Legal Asst.  
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	DRG GROEB
NAME OF SUBMITTER:	Donna Gasiorowski
Signature:	/DONNA GASIOROWSKI/
Date:	01/06/2014

**Total Attachments: 7**

source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page1.tif  
source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page2.tif  
source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page3.tif  
source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page4.tif  
source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page5.tif  
source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page6.tif  
source=Cert. of Merger-Groeb Farms to Natural American Foods and Schedule A#page7.tif

# 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 MERGER, WHICH MERGES:

"GROEB FARMS, INC.", A MICHIGAN CORPORATION,  
WITH AND INTO "NATURAL AMERICAN FOODS, INC." UNDER THE NAME OF "NATURAL AMERICAN FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:26 O'CLOCK A.M.

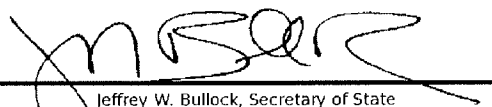
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5452401 8100M

131493219



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1023487

DATE: 12-31-13

TRADEMARK  
REEL: 005188 FRAME: 0055

**CERTIFICATE OF MERGER**  
**OF**  
**GROEB FARMS, INC.**  
**(a Michigan corporation)**  
**WITH AND INTO**  
**NATURAL AMERICAN FOODS, INC.**  
**(a Delaware corporation)**

Natural American Foods, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge Groeb Farms, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Michigan ("Merging Company"), with and into the Corporation, pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

**FIRST:** The name and state of incorporation of each constituent corporation of the merger (the "Merger") are as follows: (i) Groeb Farms, Inc., a Michigan corporation; and (ii) Natural American Foods, Inc., a Delaware corporation.

**SECOND:** The Agreement and Plan of Merger, dated as of December 31, 2013 ("Merger Agreement"), by and between the Corporation and Merging Company, has been approved, adopted, certified, executed and acknowledged by the Corporation in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

**THIRD:** On October 1, 2013, Merging Company filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Michigan, Southern Division (the "Bankruptcy Court"). Pursuant to Section 450.1861 and 450.1862 of the Michigan Business Corporation Act, Merging Company may enter into the Merger, and the Merger Agreement has been deemed approved without the need for approval by the board of directors or shareholders of Merging Company, because the Merger has been authorized pursuant to the Second Amended Plan of Reorganization of Groeb Farms, Inc., Pursuant to Chapter 11 of the Bankruptcy Code, Case No. 13-58200 (WS) (as amended, supplemented or modified from time to time), as confirmed by an order of the Bankruptcy Court entered on December 20, 2013.

**FOURTH:** The name of the surviving corporation is Natural American Foods, Inc., a Delaware corporation (the "Surviving Corporation"). Upon the effectiveness of the Merger, the

separate existence of Merging Company shall cease to exist, and the Corporation, as the Surviving Corporation, shall continue to exist under and be governed by the DGCL.

**FIFTH:** The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be amended and restated at the effective time of the Merger to read in its entirety as set forth on Exhibit A hereto and as so amended and restated shall be the certificate of incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

**SIXTH:** The Merger shall become effective upon the filing of this Certificate of Merger.

**SEVENTH:** The authorized capital stock of Merging Company (the non-Delaware corporation party to the Merger) is (a) 173,531 shares of Common Stock, par value \$1.00 per share, of which 69,110 shares are designated as Series A Common Stock, 9,390 shares are designated as Series B Common Stock, 10,537 shares are designated as Series C Common Stock, 10,864 shares are designated as Series D Common Stock, 13,134 shares are designated as Series E Common Stock, 24,201 shares are designated as Series F Common Stock, and 36,295 shares are designated as Series G Common Stock; and (b) 105,771 shares of Convertible Preferred Stock, of which 69,110 shares are designated as Series A 6% Convertible Preferred Stock, par value \$100.00 per share, 9,390 shares are designated as Series B Convertible Preferred Stock, par value \$100.00 per share, and 27,271 shares are designated as Series C 6% Convertible Preferred Stock, par value \$130.00 per share.

**EIGHTH:** The executed Merger Agreement between the constituent corporations is on file at the office of the Surviving Corporation at 10464 Bryan Highway, Onsted, Michigan 49265. A copy of the Merger Agreement will be provided, upon request and without cost, to any stockholder or shareholder of any of the constituent corporations.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by an authorized officer this 31st of December 2013.

Natural American Foods, Inc.,  
a Delaware corporation

By: 

Name: Robert Strauss

Its: President

*(Signature Page to Certificate of Merger)*

**TRADEMARK**  
**REEL: 005188 FRAME: 0058**

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

NATURAL AMERICAN FOODS, INC.

ARTICLE ONE

The name of the Corporation is Natural American Foods, Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of capital stock that the Corporation has authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE FIVE

Notwithstanding anything to the contrary in this certificate of incorporation, the Corporation shall not issue nonvoting equity securities to the extent prohibited by section 1123(a)(6) of the United States Bankruptcy Code. The prohibition on the issuance of nonvoting equity securities is included herein in compliance with section 1123(a)(6) of the United States Bankruptcy Code.

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or outside of the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELVE

To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation. No amendment or repeal of this ARTICLE TWELVE shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director, or stockholder becomes aware prior to such amendment or repeal.

\* \* \* \* \*



**SCHEDULE A**  
**U.S. TRADEMARK REGISTRATIONS**  
**Groeb Farms, Inc.**

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Serial No.</b>	<b>Filed</b>
THERAPY			85/786146*	11/23/2012
NUTRITHERAPY			85/773816*	11/07/2012
GROEB FARMS, INC.	3907825	01/18/2011	85/056953	06/08/2010
GROEB FARMS, INC. AND DESIGN	3907823	1/18/2011	85/056947	06/08/2010
GOURMET JOSÉ	1763109	04/06/1993	74/283037	06/09/1992
SUPERIOR HONEY	3061871	02/28/2006	76/624228	12/13/2004

\* intent-to-use trademark application