

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	12/31/2013			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Udi's Healthy Foods, LLC		12/26/2013	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA				
Name:	GFA Brands, Inc.			
Street Address:	115 West Century Road			
Internal Address:	Suite 260			
City:	Paramus			
State/Country:	NEW JERSEY			
Postal Code:	07652			
Entity Type:	CORPORATION: DELAWARE			
PROPERTY NUMBERS Total: 5				
	Property Type	Number	Word Mark	
Serial Number:		86014696	MEDITERRANEAN MADNESS	
Registration Number:		3079722	UDI'S	
Registration Number:		3095332	UDI'S	
Registration Number:		4343458	UDI'S GLUTEN FREE	
Registration Number:		4343459	UDI'S GLUTEN FREE	
CORRESPONDENCE DATA				
Fax Number:	4149788675			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
Phone:	414 277 5675			
Email:	marta.levine@quarles.com			
Correspondent Name:	Marta S. Levine			

CH \$140.00 86014696

Address Line 1: Quarles & Brady LLP
Address Line 2: 411 East Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	139986.00002
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NAME OF SUBMITTER:	Marta S. Levine
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Signature:	/MartaLevine/
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Date:	01/22/2014
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Total Attachments: 3

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source=Certified Articles of Merger Udi's GFA (DE)#page3.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:

"UDI'S HEALTHY FOODS, LLC", A COLORADO LIMITED LIABILITY COMPANY,

WITH AND INTO "GFA BRANDS, INC." UNDER THE NAME OF "GFA BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2013, AT 4:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

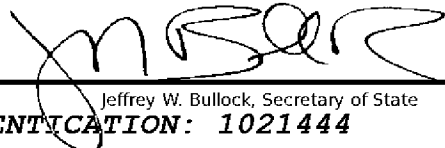
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3761547 8100M

131478260



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1021444

DATE: 12-30-13

TRADEMARK
REEL: 005198 FRAME: 0086

CERTIFICATE OF MERGER
OF
UDI'S HEALTHY FOODS, LLC
WITH AND INTO
GFA BRANDS, INC.

Pursuant to Section 251 of
the Delaware General Corporation Law

The undersigned, a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), hereby certifies, as of December 26, 2013, as follows:

FIRST: The name and jurisdiction of organization of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>State of Organization</u>
GFA Brands, Inc.	Delaware
Udi's Healthy Foods, LLC	Colorado

SECOND: The Agreement and Plan of Merger, dated December 26, 2013 (the "Merger Agreement"), between GFA Brands, Inc., a Delaware corporation ("GFA"), and Udi's Healthy Foods, LLC, a Colorado limited liability company ("Udi's"), has been approved, adopted, certified, executed and acknowledged by GFA and by Udi's in accordance with the requirements of Section 251 of the DGCL and Section 7-90-203 of the Colorado Corporations and Associations Act.

THIRD: The name of the surviving corporation of the merger is "GFA Brands, Inc."

FOURTH: The Certificate of Incorporation of GFA in effect immediately prior to the Effective Time (defined below) shall be the certificate of incorporation of the surviving corporation until duly amended in accordance with the terms thereof and the DGCL.

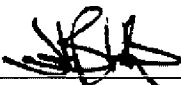
FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation, the address of which is 1600 Pearl Street, Suite 300, Boulder, CO 80302.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any member of Udi's and to any stockholder of GFA.

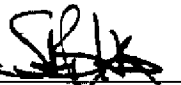
SEVENTH: This Certificate of Merger shall become effective as of 11:59 p.m. Eastern Standard Time on December 31, 2013 (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first above written.

UDI'S HEALTHY FOODS, LLC

By: 
Name: Stephen B. Hughes
Title: Chief Executive Officer and
President

GFA BRANDS, INC.
the surviving corporation

By: 
Name: Stephen B. Hughes
Title: Chief Executive Officer and
President