

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329707

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Phil's Fresh Foods, LLC		12/31/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	GFA Brands, Inc.
Street Address:	115 West Century Road, Suite 260
City:	Paramus
State/Country:	NEW JERSEY
Postal Code:	07652
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4174595	.LOVE
Registration Number:	3761852	EVOL
Registration Number:	4003196	EVOL
Registration Number:	4081403	EVOL
Registration Number:	3791440	EVOL. BURRITOS
Registration Number:	4049401	EVOL. GAMES
Registration Number:	3925028	FESTEVOL.
Serial Number:	85275265	LOVE

CORRESPONDENCE DATA

Fax Number: 3034732720

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

Phone: (303) 473-2873

Email: docket@hollandhart.com

Correspondent Name: Larry H. Tronco

Address Line 1: Holland & Hart LLP

Address Line 2: P.O. Box 8749

Address Line 4: Denver, COLORADO 80201

OP \$215.00 4174595

NAME OF SUBMITTER:	Betsy D. Proffitt
SIGNATURE:	/BETSY D. PROFFITT/
DATE SIGNED:	01/22/2015
Total Attachments: 3 source=Phil's Fresh Foods, LLC to GFA Brands, Inc.-Certificate of Merger#page1.tif source=Phil's Fresh Foods, LLC to GFA Brands, Inc.-Certificate of Merger#page2.tif source=Phil's Fresh Foods, LLC to GFA Brands, Inc.-Certificate of Merger#page3.tif	

CERTIFICATE OF MERGER
OF
PHIL’S FRESH FOODS, LLC
INTO
GFA BRANDS, INC.

Pursuant to Section 264 of the
General Corporation Law of the State of Delaware and Section 18-209 of the
Delaware Limited Liability Company Act

December 31, 2014

The undersigned corporation formed and existing under and by virtue of the Delaware General Corporation Law (the “DGCL”),

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name, jurisdiction of formation or organization and domicile and type of entity of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization and Domicile</u>	<u>Type of Entity</u>
Phil’s Fresh Foods, LLC	Delaware	Limited Liability Company
GFA Brands, Inc.	Delaware	Corporation

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the DGCL and Section 18-209 of the Delaware Limited Liability Company Act.

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

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

FIFTH: This Certificate of Merger shall become effective as of 11:58 p.m. Eastern Standard Time on December 31, 2014 (the “Effective Time”).

SIXTH: The executed Agreement and Plan of Merger is on file at an office and place of business of the surviving Delaware corporation. The address of such office and

place of business of the surviving Delaware corporation is 1600 Pearl Street, Suite 300, Boulder, CO 80302.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware corporation, on request and without cost, to any member of Phil's Fresh Foods, LLC and to any stockholder of GFA Brands, Inc.

[Signature Page Follows]

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

GFA Brands, Inc.



By: _____

Name: Stephen B. Hughes

Title: Chief Executive Officer

[Signature Page to Certificate of Merger]