

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360095

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Flavor Delite, Inc.		04/03/2012	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Flavor Delite, Inc.		
Street Address:	752 Harbour Isle Way		
City:	Palm Beach Gardens		
State/Country:	FLORIDA		
Postal Code:	33410		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2610404	DAVID'S	
Registration Number:	2362597	TWIN TREE GARDENS	
Registration Number:	3097783	CERULEAN SEAS	
CORRESPONDENCE DATA			
Fax Number:	8564298819		
<i>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.</i>			
Phone:	856.429.4100		
Email:	patents@pobox.com		
Correspondent Name:	Norman E. Lehrer		
Address Line 1:	1205 North Kings Highway		
Address Line 4:	Cherry Hill, NEW JERSEY 08034		
ATTORNEY DOCKET NUMBER:	4104		
NAME OF SUBMITTER:	NORMAN E. LEHRER		
SIGNATURE:	/NORMAN E. LEHRER/		
DATE SIGNED:	10/27/2015		
Total Attachments: 12			
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FLAVOR DELITE, INC.

**Written Consent of the Sole Voting
Shareholder to Action Taken Without a Meeting**

The undersigned, being the sole voting shareholder of Flavor Delite, Inc., a New Jersey corporation (the "Corporation"), does hereby adopt the following resolutions by written consent pursuant to Section 14A:5-6 of the New Jersey Business Corporation Act with the same force and effect as though such resolutions had been adopted at a duly convened special meeting of the voting shareholder held on the date hereof and does hereby waive all notice requirements in connection with said special meeting:

Approval of Reorganization

WHEREAS, the Board of Directors of the Corporation, has recommended that the state of organization of the Corporation be changed from New Jersey to Florida (the "Reorganization"), to be accomplished by filing Articles of Incorporation in Florida and simultaneously filing a Certificate of Dissolution in New Jersey.

NOW, THEREFORE, IT IS:

RESOLVED, that the Reorganization be and it hereby is approved;

RESOLVED FURTHER, that the proper officers of the Corporation be and each of them hereby is authorized and directed, for said Corporation and on its behalf, to do any and all acts, including the execution and delivery of any and all instruments that may be necessary or proper, in order to effectuate the Reorganization, the dissolution of the Corporation in New Jersey, and the simultaneous incorporation in Florida.

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the 3rd day of April, 2012.

FLAVOR DELITE, INC., a Florida corporation

By: 
David H. Anderson, Sr., President

**Electronic Articles of Incorporation
For**

P12000032162
FILED
April 03, 2012
Sec. Of State
jshivers

FLAVOR DELITE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
FLAVOR DELITE, INC.

Article II

The principal place of business address:
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. US 33410

The mailing address of the corporation is:
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. US 33410

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100 VOTING COMMON; 2400 NONVOTING COMMON

Article V

The name and Florida street address of the registered agent is:
DAVID H ANDERSON SR.
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. 33410

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DAVID H. ANDERSON, SR.

P12000032162
FILED
April 03, 2012
Sec. Of State
jshivers

Article VI

The name and address of the incorporator is:

CAROL A. SOLTES
225 FIFTH AVENUE

PITTSBURGH, PA 15222

Electronic Signature of Incorporator: CAROL A. SOLTES

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DAVID H ANDERSON SR.
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. 33410 US

Title: S&T
DAVID H ANDERSON JR.
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. 33410 US

Title: D
DAVID H ANDERSON SR.
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. 33410 US

Title: D
DAVID H ANDERSON JR.
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL. 33410 US

FLAVOR DELITE, INC.

Action By Incorporator

The undersigned, being the sole incorporator of Flavor Delite, Inc., a Florida corporation (the "Corporation"), hereby meets in accordance with the Florida Business Corporation Act, waives all notice requirements in connection with said special meeting and takes the following action:

WHEREAS, the Articles of Incorporation were filed in the office of the Secretary of State of Florida on April 3, 2012, be it:

RESOLVED, that the form of Bylaws submitted be adopted as the Bylaws of the Corporation and inserted in the minute book immediately following the Articles of Incorporation.

RESOLVED FURTHER, that the following be and hereby are elected as the directors of the Corporation to serve as such, subject to the provisions of the Bylaws, until their successors shall be elected and shall qualify:

David H. Anderson, Sr.
David H. Anderson, Jr.

WITNESS the due execution hereof as of the 3rd day of April, 2012.



Carol A. Soltes

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FLAVOR DELITE, INC.

Unanimous Written Consent of the Board of Directors to Action Taken Without a Meeting

The undersigned, being all of the directors of Flavor Delite, Inc., a Florida corporation (the "Corporation"), do hereby adopt the following resolutions by unanimous consent in writing as permitted by Section 607.0821 of the Florida Business Corporation Act with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors of the Corporation on the date hereof and do hereby waive all notice requirements in connection with said meeting:

Approval of Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation as filed with the Secretary of State of Florida on April 3, 2012 be and hereby are approved, and the Secretary be and hereby is directed to file the Articles of Incorporation in the minute book.

Approval of Bylaws

RESOLVED, that the form of Bylaws adopted by the Action by Incorporator dated as of April 3, 2012 be and hereby is approved.

Adoption of Fiscal Year

RESOLVED, that the Corporation's fiscal year will end on December 31 of each year.

Election of Officers

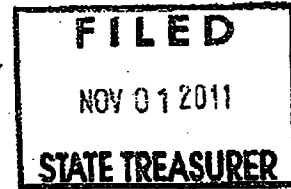
RESOLVED, that the following persons be and hereby are elected to the offices of the Corporation set opposite their respective names, each to serve in accordance with the Bylaws of the Corporation and at the discretion of the Board of Directors until his successor shall be elected or until his death, resignation or removal:

<u>Name</u>	<u>Office</u>
David H. Anderson, Sr.	President
David H. Anderson, Jr.	Secretary and Treasurer

Adoption of Bank Resolutions

RESOLVED, that the President and such other proper officers of the Corporation be, and they are hereby, authorized and directed, in the name and on behalf of the Corporation, to take any and all action that they may deem necessary or advisable in order to establish bank accounts from time to time for the efficient conduct of the Corporation's business; and this Board of Directors hereby adopts the form of any and all resolutions required by any such banks to be adopted in connection with the opening of any such accounts if (i) in the opinion of the President or such other proper officer of the

Amc



390 957 7500

New Jersey Division of Revenue

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- 1. The name of the corporation is Flavor Delite, Inc.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter by the sole shareholder of the Corporation on the 31st day of October, 2011:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article IV thereof so that, as amended, said Article IV shall be and read as follows:

"The amount of the total authorized capital stock of this Corporation is 2,500 shares, divided into 100 shares of Voting Common Stock (the "Voting Common Stock"), and 2,400 shares of Nonvoting Common Stock (the "Nonvoting Common Stock"). The preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions, of the capital stock of this Corporation are as follows:

(a) Except as otherwise expressly required by the statutes of the State of New Jersey, the holders of the Voting Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, and the holders of the Nonvoting Common Stock shall have no voting power or voting rights whatsoever. No holder of Nonvoting Common Stock shall be entitled as such to any notice of any annual or special meeting of the shareholders or to be present thereat, unless he shall be entitled to vote thereat.

(b) The relative rights, privileges and limitations of the Voting Common Stock and the Nonvoting Common Stock shall be in all respects identical, share for share, including, without limitation, identical rights to dividends, distributions, and liquidating proceeds, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Voting Common Stock as provided in Paragraph (a) above."

- 3. The number of shares outstanding at the time of the adoption of the amendment was: 100. The total number of shares entitled to vote thereon was: 100.

- 4. The number of shares voting for and against such amendment is as follows:

Table with 2 columns: Number of Shares Voting for Amendment (100), Number of Shares Voting Against Amendment (0)

- 5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected:

The 100 shares of stock currently issued shall be converted into the right to receive, upon the surrender of said stock certificate, (i) 1 share of Voting Common Stock and (ii) 99 shares of Nonvoting Common Stock.

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11/01/2011 11:39 609-538-1138

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FLAVOR DELITE, INC.

By: 
David H. Anderson, Sr.
President

Dated this 31st day of October, 2011.

Corporation, the adoption of such resolution or resolutions is necessary or advisable; and (ii) the Secretary of the Corporation evidences adoption by filing with these consent minutes copies of such resolutions which shall thereupon be deemed to be adopted by this Board of Directors and incorporated as a part of this resolution; and

RESOLVED FURTHER, that in connection with the adoption of any of the foregoing resolutions, the President or such other proper officer of the Corporation be, and he is hereby, authorized to designate those officers or agents of the Corporation who may be authorized from time to time to sign checks either manually or with the use of a facsimile signature plate on any of such bank accounts.

Adoption of Forms of Share Certificate

RESOLVED, that the forms of share certificate for the Voting Common Stock and Nonvoting Common Stock of the Corporation attached hereto be and hereby are approved and adopted and that share certificates in such form, appropriately filled in, may be signed (in facsimile or otherwise, as permitted by law) by the President or a Vice President and the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Issuance of Common Stock

WHEREAS, David H. Anderson, Sr. ("SR") and David H. Anderson, Jr. ("JR") have contributed (the "Contribution") on April 3, 2012 all of their shares in Flavor Delite, Inc., a New Jersey corporation (the "NJ Corporation") to the Corporation in exchange for the issuance to them of the following:

SR – one (1) share of Voting Common Stock of the Corporation
JR – ninety-nine (99) shares of Nonvoting Common Stock of the Corporation

WHEREAS, both SR and JR intend by the Contribution to cause the NJ Corporation after the Contribution to simultaneously dissolve into the Corporation so that the Corporation succeeds to all the assets and liabilities of the NJ Corporation to effectuate the interest of the shareholders of the NJ Corporation to change the situs of the NJ Corporation to Florida.

NOW, THEREFORE, BE IT:

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to cause to be issued to SR a certificate registered in his name representing one (1) share of Voting Common Stock of the Corporation and in consideration of the Contribution; and

RESOLVED FURTHER, that the proper officers of the Corporation be and hereby are authorized and directed to cause to be issued to JR a certificate registered in his name representing ninety-nine (99) shares of Nonvoting Common Stock of the Corporation and in consideration of the Contribution.

Board of Directors

RESOLVED, that the number of directors which shall constitute a full Board of Directors be and hereby is fixed at two.

Authorization of Insurance Arrangements

RESOLVED, that the President and such other proper officers of the Corporation be, and they hereby are, authorized and directed to obtain and to maintain in effect such liability, life, health, medical and/or disability insurance and other insurance as they may deem necessary or in the best interests of the Corporation, from time to time.

General Delegation of Authority to President

RESOLVED, that the President of the Corporation be, and he hereby is, granted full power and authority to enter into such agreements and to perform such other acts as he may determine to be necessary or convenient, and in the best interests of the Corporation, from time to time hereafter, to carry on the business of the Corporation in the ordinary course of that business, and otherwise to manage and conduct the business affairs of the Corporation, with the power of delegation, all in its name and on its behalf and in compliance with all applicable laws and regulations of the State of Florida.


Authority to Pay Organizational Expenses

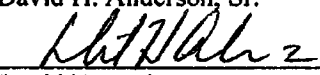
RESOLVED, that the President and such other proper officers of the Corporation be, and they hereby are, authorized and directed, for and on behalf of the Corporation, to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse the persons who have made any disbursements therefor.

Approval of Prior Action

RESOLVED, that all of the actions of the incorporator of the Corporation taken to effect the organization of the Corporation or the commencement of its business operation be and hereby are ratified and approved by this Board of Directors as valid corporate action.

WITNESS the due execution hereof as of the 3rd day of April, 2012.



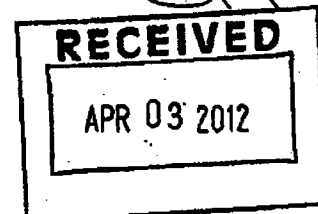
David H. Anderson, Sr.


David H. Anderson, Jr.

NEW JERSEY DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE

PENDING DISSOLUTION/WITHDRAWAL
Profit Corporate Title 14A:12-3

FLAVOR DELITE, INC.
3909577500



3909577500

1. **Name:**
FLAVOR DELITE, INC.
2. **Registered Agent**
DAVID H ANDERSON
3. **Registered Office:**
250 OLD MARLTON PIKE
MEDFORD, NJ 08055
4. **Name and address of Director/Officers:**

DAVID H ANDERSON, SR. 003
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL 33410

DAVID H ANDERSON, JR. 004
752 HARBOUR ISLE WAY
PALM BEACH GARDENS, FL 33410

DAVID H ANDERSON, JR. 005
752 HARBOUR ISLE WAY
PALM BEACH GARDENS , FL 33410
5. The corporation has taken all the necessary action to dissolve in accordance with Title 14A:12-3.
6. The corporation attests, under the penalty of perjury, that as of the adoption date set forth in Article 8 below, it has ceased doing business, does not intend to recommence doing business, and acknowledges that any distributions of cash or property will be subject to taxation at the corporate level and/or individually to the shareholder.
7. This certificate has been signed in person or by proxy by all shareholders of the corporation entitled to vote thereon.
8. **Date of Adoption:** 04/03/2012

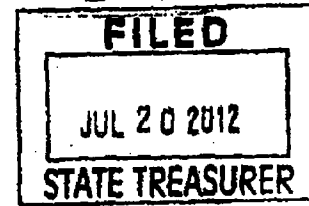
Signatures and Title:
David H. Anderson, Sr.

TRADEMARK

REEL: 005653 FRAME: 0189



State of New Jersey
DEPARTMENT OF THE TREASURY
DIVISION OF TAXATION
July 18, 2012



3909577500

Certificate No. B-DPP72834
Application No. DD

Fee Paid \$25.00

TAX CLEARANCE CERTIFICATE

This is to certify that all State taxes, fees, penalties, and interest levied upon or assessed against:

FLAVOR DELITE, INC.
3909-5775-00

by the State of New Jersey, under Title 54 of the Revised Statutes and all acts amendatory thereof, or antecedent or supplementary thereto, have been paid or provided for.

This Certificate is VOID after 45 days from the date herein.

WITNESS my hand and official seal at Trenton,

this 18TH day of JULY A.D. 2012

Michael J. Bryan, Acting Director
New Jersey Division of Taxation

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New Jersey is an Equal Opportunity Employer

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE - DISSOLUTION

FLAVOR DELITE, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that
the above-named
New Jersey Domestic Profit Corporation
did on the 20th of July, 2012, file and record in
this department a Certificate Relative to a Dissolution in the home
state, thereby terminating existence of

FLAVOR DELITE, INC.

as required by the statutes of this State.



Certificate Number: 125503882

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of July, 2012

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon-Eristoff
State Treasurer