

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM481612

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/12/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Atlantic Beverage Company, Inc.		07/12/2018	Corporation: NEW JERSEY

RECEIVING PARTY DATA

Name:	Atlantic Beverage Company, LLC
Street Address:	3775 PARK AVENUE, UNIT 12
City:	EDISON
State/Country:	NEW JERSEY
Postal Code:	08820
Entity Type:	Limited Liability Company: NEW JERSEY

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	87838465	GREEN ORCHARDS
Serial Number:	87273409	SUNFIELD
Registration Number:	4405602	SAN MARINO
Registration Number:	4436740	GREEN ORCHARDS
Registration Number:	3503155	OCEANIA
Registration Number:	3228608	LA CASITA
Registration Number:	2991816	SUNFIELD
Registration Number:	2727194	ASSAGIO CLASSICO
Registration Number:	2605953	C.O.R.C.E.L

CORRESPONDENCE DATA

Fax Number: 3125778994

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: 3125778408

Email: deborah.wing@kattenlaw.com

Correspondent Name: Deborah Wing c/o Katten Muchin Rosenman

Address Line 1: 525 West Monroe Street

Address Line 4: Chicago, ILLINOIS 60661

CH \$240.00 87838465

ATTORNEY DOCKET NUMBER:	390170-3/Atlantic Beverag
NAME OF SUBMITTER:	Deborah A. Wing
SIGNATURE:	/DAW/
DATE SIGNED:	07/12/2018

Total Attachments: 10

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DEPARTMENT OF THE TREASURY
 Division of Revenue and Enterprise Services
 Business Support Services, Commercial Recording
 P.O. Box 308
 Trenton, NJ 08646
 Session Number: 2970674

FEE CODE	FEE DESCRIPTION	FEE	QTY	TOTAL
MGCLLC	MERGER/CONSOLIDATION TRANSACTION LLC	100.00	1	\$100.00
			JOB TOTAL:	\$100.00

Job 2 : Job Completion Status: C CLOSED (JOB OR SESSION)
 Session Number: 2970674
 Work Description: CERTCP CERTIFIED COPY
 Job Number: 5231062
 Filing Number:
 Processed Date: 12-JUL-18
 Entity Name:
 Comments On Job:

FEE CODE	FEE DESCRIPTION	FEE	QTY	TOTAL
CERTCP	CERTIFIED COPY	25.00	1	\$25.00
			JOB TOTAL:	\$25.00

Job 3 : Job Completion Status: C CLOSED (JOB OR SESSION)
 Session Number: 2970674
 Work Description: EXPFEE EXPEDITED FEES
 Job Number: 5231063
 Filing Number:
 Processed Date: 12-JUL-18
 Entity Name:
 Comments On Job:

FEE CODE	FEE DESCRIPTION	FEE	QTY	TOTAL
1HREXP	1 HOUR EXPEDITED FEE	1000.00	1	\$1000.00
			JOB TOTAL:	\$1000.00

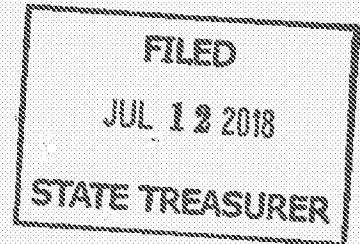
COMPLETED JOB TOTAL: \$1125.00

OFFICIAL RECEIPT *** THIS IS NOT A BILL ***

* Please retain a copy for your records to verify check and credit card billing.

Page 2 of 2

**TRADEMARK
 REEL: 006378 FRAME: 0241**



New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Limited Liability Co.'s, Limited Partnerships & Partnerships)

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to NJSA 42, 42:2A and 42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office.

- 1. Type of Filing (check one): Merger Consolidation
- 2. Name of Surviving Business Entity: Atlantic Beverage Company, LLC
- 3. Address of the Surviving Business Entity: 3775 Park Avenue, Edison, New Jersey 08820
- 4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Atlantic Beverage Company, LLC	NJ	0600452338
Atlantic Beverage Company, Inc.	NJ	0100322176

- 5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

- 6. Effective Date (see instructions): Upon filing

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of the surviving business entity.

Signature	Name	Title	Date
	Jeffrey Muhlgeier	Pres. of Managing Member	7/12/18
	Elliot Braun	VP of Managing Member	7/12/18

****Important Notes --New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.**

5 2970674
5231061 NJ Division of Revenue, PO Box 308, Trenton NJ 08646
5231062 5231063

Addendum to Certificate of Merger/Consolidation

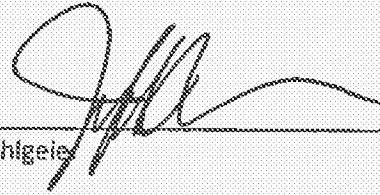
Surviving Business Entity: Atlantic Beverage Company, LLC

The merger of Atlantic Beverage Company, Inc., a New Jersey corporation, into Atlantic Beverage Company, LLC, a New Jersey limited liability company, was approved by the shareholders of Atlantic Beverage Company, Inc. on July 12, 2018 as follows:

Outstanding shares: 100

Voting FOR merger: 100

Voting AGAINST merger: 0



Jeffrey Muhgeis
President
Atlantic Beverage Company, Inc.

PLAN AND AGREEMENT OF MERGER
by merger of
ATLANTIC BEVERAGE COMPANY, INC.
with and into
ATLANTIC BEVERAGE COMPANY, LLC

This is a Plan and Agreement of Merger (the "Agreement") between ATLANTIC BEVERAGE COMPANY, INC., a New Jersey Corporation (the "Merging Corporation") and ATLANTIC BEVERAGE COMPANY, LLC, a New Jersey Limited Liability Company (the "Surviving Company").

ARTICLE 1. PLAN OF MERGER

1.01 Adoption of Plan.

A plan of merger of the Merging Corporation and the Surviving Company, pursuant to the provisions of the New Jersey Business Corporation Act and the New Jersey Revised Uniform Limited Liability Company Act, is adopted as follows:

(a) The Merging Corporation will be merged with and into the Surviving Company, to exist and be governed by the laws of the State of New Jersey.

(b) The name of the Surviving Company will be ATLANTIC BEVERAGE COMPANY, LLC.

(c) The Surviving Company will remain a New Jersey Limited Liability Company.

(d) When this Agreement becomes effective, the separate corporate existence of the Merging Corporation will cease, and the Surviving Company will succeed, without other transfer, to all the rights and property of the Merging Corporation and will be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent company will be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(e) The Surviving Company will carry on business with the assets of the Merging Corporation, as well as with the assets of the Surviving Company.

(f) Atlantic Beverage Company Founder Holdings Inc., the sole shareholder of the Merging Corporation (the "Shareholder") will surrender all of its 100 shares of common stock with no par value of the Merging Corporation (such shares representing all of the issued and outstanding common stock of the Merging Corporation) (the "Shares") in the manner set forth in this Agreement.

(g) In exchange for the Shares surrendered by the Shareholder, the Surviving Company will issue and transfer to the Shareholder, on the basis set forth in Article 3 below, units of interest in the Surviving Company.

(h) The Certificate of Formation of the Surviving Company, as existing on the effective date of the merger, will continue in full force as the Certificate of Formation of the Surviving Company until altered, amended, or repealed as provided in the Certificate of Formation, the Operating Agreement of the Surviving Company (as set forth in Article 5 below), or as provided by law (as applicable).

1.02 Effective Date.

The effective date of the merger and this Agreement shall be upon the filing of a Certificate of Merger with the New Jersey Division of Revenue and Enterprise Services (the "Effective Date").

ARTICLE 2. APPROVAL OF AGREEMENT

This Agreement has been submitted to the Shareholder and to the directors of the Merging Corporation for approval in the manner provided by the laws of the State of New Jersey, and has been consented to by the Shareholder and the directors of the Merging Corporation. The joint unanimous written consent of the Shareholder and directors of the Merging Corporation is attached hereto and incorporated herein as Exhibit A.

This Agreement has been submitted to Atlantic Beverage Company Founder Holdings Inc., the sole member of the Surviving Company (the "Member" or "Managing Member") for approval in the manner provided by the laws of the State of New Jersey, and has been consented to by the Member of the Surviving Company. The written consent of the Member of the Surviving Company is attached hereto and incorporated herein as Exhibit B.

ARTICLE 3. CONVERSION OF UNITS OF INTEREST

The Shareholder of the Shares will surrender its Shares to the Surviving Company promptly on the Effective Date, in exchange for units of interest of the Surviving Company to which it is entitled under this Article 3. The Shareholder will be entitled to one (1) unit of membership interest of the Surviving Company for each Share of the Merging Corporation held by the Shareholder.

ARTICLE 4. GENERAL MANAGER

The Managing Member of the Surviving Company will continue to serve as the Managing Member of the Surviving Company as provided under the Operating Agreement of the Surviving Company.

ARTICLE 5. OPERATING AGREEMENT

The Operating Agreement of the Surviving Company, as existing on the Effective Date of the merger described herein, will continue in full force as the Operating Agreement of the Surviving Company until altered, amended, or terminated as provided in the Operating Agreement or as provided by law.

ARTICLE 6. INTERPRETATION AND ENFORCEMENT

6.01 Further Assurances.

The Merging Corporation agrees that from time to time, as and when requested by the Surviving Company or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments to effectuate the merger. The Merging Corporation further agrees to take or cause to be taken any further or other actions as the Surviving Company may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Company title to and possession of all the property, rights, privileges, powers, and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.

6.02 Controlling Law.

The validity, interpretation, and performance of this Agreement will be governed by, construed, and enforced in accordance with the laws of the State of New Jersey.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan and Agreement of Merger as of this 1st day of July, 2018.

ATLANTIC BEVERAGE COMPANY, INC.

By: 

Name: Jeffrey Muhlgeier
Its: President

ATLANTIC BEVERAGE COMPANY, LLC

By: Atlantic Beverage Company Founder Holdings Inc.
Its: Managing Member

By: 

Name: Elliot Braun
Its: Vice President

EXHIBIT A

JOINT UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS AND SOLE SHAREHOLDER
OF
ATLANTIC BEVERAGE COMPANY, INC.

Pursuant to the New Jersey Business Corporation Act, the undersigned, being all of the directors (the "Directors") and the sole shareholder (the "Shareholder") of Atlantic Beverage Company, Inc. (the "Corporation"), hereby adopt the following resolutions by written consent and hereby waive all notice of and the holding of any meeting of the Shareholder and board of directors to act upon such resolutions:

1. The Directors and the Shareholder have reviewed and considered the advantages of entering into the Plan and Agreement of Merger (the "Plan") with Atlantic Beverage Company, LLC (the "Company"), wherein the Corporation shall be merged into the Company under the name of "Atlantic Beverage Company, LLC." It has been agreed by the Shareholder and Directors that it is in the best interest of the Corporation to enter into such Plan. The Directors and the Shareholder hereby ratify, adopt, and approve the Plan.
2. Jeffrey Muhlgeier, President of the Corporation, and/or Elliot Braun, Vice President of the Corporation are each hereby authorized and directed in the name and on behalf of the Corporation to execute and deliver the Plan and any other documents referenced therein and/or relating thereto, including without limitation, the Certificate of Merger and such other documents required for the consummation of said merger (the "Merger Documents"), each with such extensions, amendments, changes, modifications, deletions, and additions as Jeffrey Muhlgeier and/or Elliot Braun may determine necessary or appropriate, the execution of the Merger Documents to constitute conclusive proof of such determination by Jeffrey Muhlgeier and/or Elliot Braun.
3. Jeffrey Muhlgeier and/or Elliot Braun are each hereby authorized and directed to execute, file, and deliver such other certificates, instruments, and documents, to pay such taxes, fees, and expenses, and to do and perform such other and further acts and things deemed necessary, proper, or advisable to effectuate the merger contemplated by the Merger Documents and to carry out the intent and accomplish the purposes of the foregoing resolutions.
4. This Joint Unanimous Written Consent may be executed in one or more counterparts, all of which together shall be one and the same instrument.

DATED: July 13, 2018

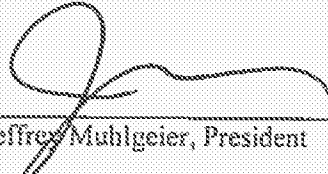
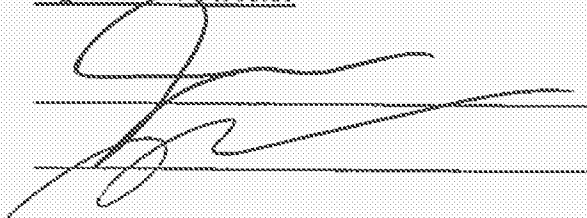
<u>Name of Shareholder</u>	<u>Signature of Shareholder</u>	<u>Number of Shares Owned / Voting for the Merger</u>
Atlantic Beverage Company Founder Holdings Inc.	By:  Jeffrey Muhlgeier, President	100 Shares
<u>Name of Directors</u>	<u>Signature of Director</u>	
Jeffrey Muhlgeier		
Elliot Braun		

EXHIBIT B

WRITTEN CONSENT OF THE SOLE MEMBER
OF
ATLANTIC BEVERAGE COMPANY, LLC

Pursuant to the New Jersey Revised Uniform Limited Liability Company Act, the undersigned, representing all of the ownership interests in Atlantic Beverage Company, LLC ("Company") hereby adopts the following resolutions by written consent and hereby waives all notice of and the holding of any meeting of the sole member (the "Member" or the "Managing Member") to act upon such resolutions:

1. The Member has reviewed and considered the advantages of entering into the Plan and Agreement of Merger (the "Plan") with Atlantic Beverage Company, Inc., a New Jersey Corporation, wherein Atlantic Beverage Company, Inc. shall be merged into the Company under the name of "Atlantic Beverage Company, LLC." It has been agreed by the Member of the Company that it is in the best interest of the Company to enter into such Plan. The Member of the Company hereby ratifies, adopts, and approves the Plan.

2. Jeffrey Muhlgeier, President of the Managing Member of the Company, and/or Elliot Braun, Vice President of the Managing Member of the Company are each hereby authorized and directed in the name and on behalf of the Company to execute and deliver the Plan and any other documents referenced therein and/or relating thereto, including without limitation, the Certificate of Merger and such other documents required for the consummation of said merger (the "Merger Documents"), each with such extensions, amendments, changes, modifications, deletions, and additions as Jeffrey Muhlgeier and/or Elliot Braun may determine necessary or appropriate, the execution of the Merger Documents to constitute conclusive proof of such determination by Jeffrey Muhlgeier and/or Elliot Braun.

3. Jeffrey Muhlgeier and/or Elliot Braun are each hereby authorized and directed to execute, file and deliver such other certificates, instruments and documents, to pay such taxes, fees and expenses, and to do and perform such other and further acts and things deemed necessary, proper or advisable to effectuate the merger contemplated by the Merger Documents and to carry out the intent and accomplish the purposes of the foregoing resolutions.

4. This Written Consent may be executed in one or more counterparts, all of which together shall be one and the same instrument.

DATED: July 18, 2018

Name of Sole Member

Signature of Sole Member

Percentage Interest Owned /
Voting for Merger

Atlantic Beverage Company
Founder Holdings Inc.


Elliot Braun, Vice President

100%

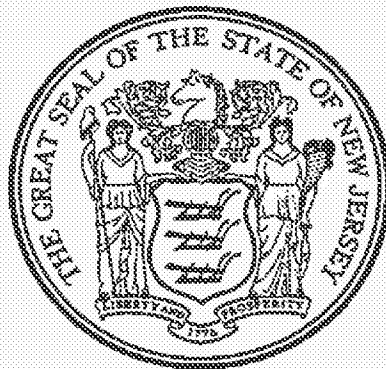
TRADEMARK

REEL: 006378 FRAME: 0248

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0600452338

ATLANTIC BEVERAGE COMPANY, LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office, July 12th, 2018
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 140671504

Verify this certificate online at

http://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
12th day of July, 2018*

Elizabeth Maher Muoio
State Treasurer