

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM504336

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/11/2018
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flavormatic Industries, Inc.		10/11/2018	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	Flavormatic Industries, Inc.
Street Address:	230 All Angels Road
City:	Wappingers Falls
State/Country:	NEW YORK
Postal Code:	12590
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4633746	FUNKY MONKEY

CORRESPONDENCE DATA

Fax Number: 3128622200
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: 3128622000
Email: rob.soneson@kirkland.com
Correspondent Name: Rob Soneson
Address Line 1: 300 N. LaSalle
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	42575-6-RFS
NAME OF SUBMITTER:	Rob Soneson
SIGNATURE:	/rsoneson/
DATE SIGNED:	01/03/2019

Total Attachments: 10

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
October 30, 2018.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

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CERTIFICATE OF MERGER
OF
FLAVORMATIC INDUSTRIES, INC.
 (a New York corporation)
WITH AND INTO
FLAVORMATIC INDUSTRIES, INC.
 (a Delaware corporation)

*In accordance with the provisions of Section 907
 of the Business Corporation Law of the State of New York*

The undersigned, on behalf of Flavormatic Industries, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "DE Corporation"), and desiring to merge Flavormatic Industries, Inc., a New York corporation, incorporated on the 28th day of January, 1971 (the "NY Corporation"), with and into the DE Corporation pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The names and states of incorporation of each constituent corporation to the merger (the "Merger") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Flavormatic Industries, Inc.	Delaware
Flavormatic Industries, Inc.	New York

SECOND: The DE Corporation filed its original Certificate of Incorporation with the State of Delaware on September 25, 2018. It has not filed its application for authority to do business in New York and it will not conduct business in New York until such application for authority has been filed with the State of New York. The NY Corporation filed its original Certificate of Incorporation with the State of New York on January 28, 1971 under the name Back Fragrances, Ltd.

THIRD: The board of directors of each constituent entity of the Merger has duly adopted by unanimous vote an agreement and plan of merger (the "Agreement and Plan of Merger") setting forth the terms and conditions of the merger of the NY Corporation with and into the DE Corporation.

FOURTH: The board of directors of each constituent entity of the Merger submitted the Agreement and Plan of Merger to a vote of shareholders. The Agreement and Plan of Merger has been duly adopted by the written consent of the holders of all outstanding shares of each of the DE Corporation and the NY Corporation.

FIFTH: The name of the surviving corporation of the Merger shall be Flavormatic Industries, Inc. (the "Surviving Corporation").

SIXTH: The designation, number and entitlement to vote of each outstanding class and series of shares for each of the constituent corporations is as follows:

Flavormatic Industries, Inc., a Delaware corporation

Designation of each outstanding class and series of shares	Number of outstanding shares of each class and series	Class and series of shares entitled to vote	Classes and series of shares entitled to vote as a class
Common Stock	1,000 shares of Common Stock	Common Stock	Common Stock

Flavormatic Industries, Inc., a New York corporation

Designation of each outstanding class and series of shares	Number of outstanding shares of each class and series	Class and series of shares entitled to vote	Classes and series of shares entitled to vote as a class
Common Stock	200 shares of Common Stock	Common Stock	Common Stock

SEVENTH: The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the Surviving Corporation.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any New York or foreign corporation, previously amenable to suit in New York, which is a constituent corporation in this Merger, and for the enforcement, as provided in the Business Corporation Law of the State of New York (the "NYBCL"), of the right of shareholders of any constituent New York corporation to receive payment for their shares against the Surviving Corporation. The Surviving Corporation irrevocably appoints the Secretary of State of the State of New York (the "Secretary of State") as its agent to accept service of process in any action or special proceeding. The Secretary of State shall mail any such process to the Surviving Corporation to: 357 Main Street, Armonk, NY 10504.

NINTH: The Surviving Corporation agrees that, subject to the provisions of Section 623 of the NYBCL, it will promptly pay to the shareholders of the NY Corporation the amount, if any, to which they shall be entitled under the provisions of the NYBCL relating to the rights of shareholders to receive payment for their shares.

TENTH: The merger is permitted by the laws of its jurisdiction and is in compliance therewith.

ELEVENTH: The Merger shall be effective upon filing with the Department of State of the State of New York.

TWELFTH: The NY Corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the New York State Department of Taxation and Finance (the "Department of Taxation and Finance") which are now due and payable by it have been paid, and that a cessation franchise tax report (estimated or final) through the anticipated date of merger (which return, if estimated, shall be subject to amendment) has been filed. The Surviving Corporation hereby agrees that it will, within thirty days after the filing of the certificate of merger, file a final cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the NY Corporation.

IN WITNESS WHEREOF, the NY Corporation and the Surviving Corporation have caused this Certificate to be signed by an authorized officer this 28th day of September, 2018.

FLAVORMATIC INDUSTRIES, INC.,
a New York corporation

By: CA Nicolais
Name: Charles Nicolais
Title: Authorized Person

FLAVORMATIC INDUSTRIES, INC.,
a Delaware corporation

By: CA Nicolais
Name: Charles Nicolais
Title: Authorized Person

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CERTIFICATE OF MERGER
OF
FLAVORMATIC INDUSTRIES, INC.
(a New York corporation)
WITH AND INTO
FLAVORMATIC INDUSTRIES, INC.
(a Delaware corporation)

Under Section 907 of the New York Business Corporation Law

RECEIVED
2018 OCT 10 2:14:12

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 11 2018

TAXES
BY:

[Signature]

Filed by:

Sandy Ruiz
(Name)

300 N LaSalle Drive
(Mailing address)

Chicago, IL 60654
(City, State and ZIP code)

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Delaware

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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:

"FLAVORMATIC INDUSTRIES, INC.", A NEW YORK CORPORATION, WITH AND INTO "FLAVORMATIC INDUSTRIES, INC." UNDER THE NAME OF "FLAVORMATIC INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2018, AT 2:44 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20187097737

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

Authentication: 203599108
Date: 10-12-18

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REEL: 006516 FRAME: 0529

**CERTIFICATE OF MERGER
OF
FLAVORMATIC INDUSTRIES, INC.
(a New York corporation)
WITH AND INTO
FLAVORMATIC INDUSTRIES, INC.
(a Delaware corporation)**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware

Flavormatic Industries, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of Flavormatic Industries, Inc., a New York corporation (the "Disappearing Entity"), with and into the Corporation.

FIRST: The names and states of incorporation of each constituent corporation to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Flavormatic Industries, Inc.	Delaware
Flavormatic Industries, Inc.	New York

SECOND: An Agreement and Plan of Merger, dated as of September 28, 2018, by and between the Disappearing Entity and the Corporation (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 and Section 228 of the General Corporation Law of the State of Delaware.

THIRD: The Disappearing Entity is authorized to issue 200 shares of Common Stock, no par value.

FOURTH: The Corporation shall be the corporation surviving the Merger (the "Surviving Corporation").

FIFTH: Upon the effectiveness of the Merger, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation.

SIXTH: The executed Merger Agreement is on file at the office of the Surviving Corporation at c/o Flavor Producers, LLC, 8521 Fallbrook Ave., Suite 380, West Hills, CA 91304.

SEVENTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either constituent corporation.

EIGHTH: The Merger shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name this 28th day of September, 2018.

FLAVORMATIC INDUSTRIES, INC.

By: C. A. Nicolais

Name: Charles Nicolais

Its: Executive Chairman