

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM788378

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2022		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VAPORFI FRANCHISING LLC		09/19/2022	Limited Liability Company: DELAWARE
TPB SHARK, LLC		09/19/2022	Limited Liability Company: DELAWARE
TPB INTERNATIONAL, LLC		09/19/2022	Limited Liability Company: DELAWARE
NU-X VENTURES, LLC		09/19/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	TPB BEAST LLC		
Street Address:	5201 Interchange Way		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40229		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	6411154	MIGVAPOR	
Registration Number:	6558422	RED ZEPPELIN	
Registration Number:	5883376	SOUTH BEACH SMOKE	
Registration Number:	5248679	MIG VAPOR	
Registration Number:	5157965	VEX	
Registration Number:	5157909	VAIO	
Registration Number:	4964546	MIGVAPOR	
Registration Number:	4910494	DIRECTVAPOR	
Registration Number:	4696065	VAPORFI	
Registration Number:	4733289	VAPORFI	
Registration Number:	4611235	THINK IT. MIX IT. VAPE IT.	
Registration Number:	4420129	SOUTH BEACH SMOKE	
Registration Number:	4287087	INTERNATIONAL VAPOR GROUP	
		TRADEMARK	

Property Type	Number	Word Mark
Registration Number:	5420798	SUPERMAX
Registration Number:	4347567	MIGCIGS
Registration Number:	6219718	SOLACE
Registration Number:	6913463	SOLACE
Registration Number:	6183291	
Registration Number:	5773658	SALTY MAN
Registration Number:	5512009	THE ORIGINAL SALTS.
Registration Number:	5451720	SALTY MAN
Registration Number:	5127730	SOL ACE VAPOR
Registration Number:	4247241	SOLACE
Serial Number:	97513871	VAPORSHARK
Serial Number:	97560830	DIRECTVAPOR

CORRESPONDENCE DATA

Fax Number: 2028357586
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: 202-835-7500
Email: dcip@milbank.com
Correspondent Name: Javier J. Ramos, Esq.
Address Line 1: 1850 K Street, NW, Suite 1100
Address Line 2: Milbank, LLP
Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER:	41789.00200
NAME OF SUBMITTER:	Javier J. Ramos
SIGNATURE:	/Javier J. Ramos/
DATE SIGNED:	02/21/2023

Total Attachments: 20
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Delaware

The First State

Page 1

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:

"VAPORFI FRANCHISING LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TPB SHARK, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TPB INTERNATIONAL, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NU-X VENTURES, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "TPB BEAST LLC" UNDER THE NAME OF "TPB BEAST LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2022, AT 9:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2022 AT 10 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6543354 8100M
SR# 20223590477

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

Authentication: 204455623
Date: 09-22-22

TRADEMARK
REEL: 007977 FRAME: 0849

State of Delaware
Certificate of Merger of
a Domestic Limited Liability Company
Into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

First: The name of the surviving limited liability company is TPB Beast LLC, a Delaware limited liability company ("Survivor"), and the names of the limited liability companies being merged into Survivor are Nu-X Ventures, LLC, a Delaware limited liability company ("Nu-X"), TPB International, LLC, a Delaware limited liability company ("TPB International"), TPB Shark, LLC, a Delaware limited liability company ("TPB Shark"), and Vaporfi Franchising LLC, a Delaware limited liability company ("Vaporfi"), and together with Nu-X, TPB International and TPB Shark, the "Merged Entities".

Second: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

Third: The name of the surviving limited liability company is TPB Beast LLC, a Delaware limited liability company.

Fourth: The Certificate of Formation of Survivor shall be its Certificate of Formation.

Fifth: The merger is to become effective at 10:00 a.m. Eastern Standard Time on September 30, 2022.

Sixth: The Agreement of Merger is on file at 5201 Interchange Way, Louisville, Kentucky 40229, the place of business of Survivor.

Seventh: A copy of the Agreement and Plan of Merger will be furnished by the Survivor on request, without cost, to any member of the limited liability companies or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, Survivor has caused this certificate to be signed by an authorized person, this 20th day of September, A.D., 2022.

TPB BEAST LLC

DocuSigned by:
By: Brittani Cushman

Name: Brittani Cushman
Title: Manager

0123790:0758181 4888-1461-2779v2

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:58 AM 09/22/2022
FILED 09:58 AM 09/22/2022
SR 20223590477 - File Number 6543354

TRADEMARK
REEL: 007977 FRAME: 0850

VAPORFI FRANCHISING, LLC

Joint Written Consent
of Managers and Sole Member

September 19, 2022

Pursuant to the provisions of the Delaware Limited Liability Company Act, the undersigned, being all of the managers and the sole member of Vaporfi Franchising, LLC, a Delaware limited liability company (the "Company"), hereby dispense with the formality of a joint meeting, waive notice of the time, place and purpose of a meeting, and execute this Written Consent for the purpose of adopting and consenting to the following recitals and resolutions to the same extent and to have the same force and effect as if adopted at a formal joint meeting of the managers and the sole member duly called and held for the purpose of acting upon proposals to adopt such recitals and resolutions:

MERGER WITH TPB BEAST LLC

WHEREAS, the undersigned deem it advisable and in the best interest of the Company that it be merged (the "Merger") with and into TPB Beast LLC, a Delaware limited liability company ("TPB Beast"), pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and among the Company, TPB Beast and certain of their affiliates, in the form attached to the Written Consent through which these resolutions are adopted as *Exhibit A*.

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger is hereby approved, and the Plan of Merger is hereby approved and adopted in all respects; and

FURTHER RESOLVED, that, pursuant to the Plan of Merger, the Company be merged with and into TPB Beast in accordance with Section 18-209 of the Delaware Limited Liability Company Act, and upon the terms set forth in the Plan of Merger, effective on September 30, 2022; and

FURTHER RESOLVED, that each of the undersigned managers and/or each officer of the Company, as the case may be, is hereby authorized and directed to take all such actions, and to execute, deliver and file all such agreements, instruments and documents (including duly executing and delivering the Plan of Merger on behalf of the Company, and filing a Certificate of Merger as prescribed by law with the Delaware Secretary of State), as such person(s) may deem to be

necessary or appropriate to effect the Merger contemplated by the Plan of Merger;
and

FURTHER RESOLVED, that each of the undersigned managers and/or each officer of the Company, as the case may be, is hereby further authorized and directed to certify and deliver to any person to whom such certification and delivery may be deemed necessary and desirable, in the opinion of such manager or officer, a true copy of the Written Consent through which the foregoing resolutions were adopted.

[Signature Page Follows]

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

MANAGERS:

DocuSigned by:
Yavor Efremov

Yavor Efremov

DocuSigned by:
Leslie Reformina

Leslie Reformina

DocuSigned by:
Brittani Cushman

Brittani Cushman

DocuSigned by:
Brian Wigginton

Brian Wigginton

SOLE MEMBER:

TPB INTERNATIONAL, LLC
A Delaware Limited Liability Company

DocuSigned by:
By: *Brittani Cushman*

E537FA688BAE4BB...

Name: Brittani Cushman

Title: Manager

EXHIBIT A
PLAN OF MERGER

(See Attached)

0123796.0758181 4886-6672-6707v1

AGREEMENT AND PLAN OF MERGER
OF
NU-X VENTURES, LLC,
TPB INTERNATIONAL, LLC,
VAPORFI FRANCHISING, LLC
AND
TPB SHARK, LLC,
WITH AND INTO
TPB BEAST LLC

This is an Agreement and Plan of Merger (this "Agreement") dated as September 19, 2022, by and among Nu-X Ventures, LLC, a Delaware limited liability company ("Nu-X"), TPB International, LLC, a Delaware limited liability company ("TPB International"), Vaporfi Franchising, LLC, a Delaware limited liability company ("Vaporfi"), TPB Shark, LLC, a Delaware limited liability company ("TPB Shark"), and together with Nu-X, TPB International and Vaporfi, the "Merged Entities", and TPB Beast LLC, a Delaware limited liability company (the "Company" and together with the Merged Entities, the "Parties").

Recital

WHEREAS, the managers and sole member of the Company and the managers and sole member of each of the Merged Entities, respectively, have determined that it is advisable and generally to the advantage and welfare of the Parties for the Merged Entities to merge with and into the Company under the provisions of the Delaware Limited Liability Company Act (the "DLLCA").

Agreement

NOW, THEREFORE, in consideration of the foregoing and the promises and mutual agreements herein and of the mutual benefits hereby provided, it is agreed by and between the Parties as follows:

SECTION 1-MERGERS

1.1. Constituent Entities. The constituent business entities that are to merge are (a) Nu-X Ventures, LLC, a Delaware limited liability company, (b) TPB International, LLC, a Delaware limited liability company, (c) TPB Shark, LLC, a Delaware limited liability company, (d) Vaporfi Franchising, LLC, a Delaware limited liability company, and (e) TPB Beast LLC, a Delaware limited liability company.

1.2. Mergers; Retention of Limited Liability. In accordance with the provisions of this Agreement and the DLLCA, the Merged Entities will merge with and into the Company (the "Mergers"), the separate existence of the Merged Entities will cease, and the Company will be, and is sometimes referred to below as, the "Surviving Entity," and the name of the Surviving Entity is "TPB Beast LLC." The Surviving Entity will retain limited liability.

1.3. Filing and Effectiveness. The effectiveness of the Mergers is conditioned upon the completion of the following actions:

(a) Adoption and approval of this Agreement and the respective Mergers by the managers and sole member of the Company and the managers and sole member of each Merged Entity in accordance with the requirements of the DLLCA; and

(b) Filing an effective and executed Certificate of Merger with respect to the Mergers with the Secretary of State of the State of Delaware.

Subject to the completion of the foregoing, the Mergers shall become effective on September 30, 2022 (the "Effective Time").

1.4. Effect of the Mergers. At the Effective Time, the separate existence of the Merged Entities will cease and the Company, as the Surviving Entity, will (a) continue to possess all of its assets, rights, powers, and property as constituted immediately before the Effective Time and retain its limited liability, (b) succeed, without other transfer, to all of the assets, rights, powers, and property of the Merged Entities in the manner more fully set forth in the DLLCA, (c) continue to be subject to all of the debts, liabilities, and obligations of the Company as constituted immediately before the Effective Time, and (d) succeed, without other transfer, to all of the debts, liabilities and obligations of the Merged Entities in the same manner as if the Company had itself incurred them, all as more fully provided under the applicable provisions of the DLLCA.

SECTION 2-CHARTER DOCUMENTS; MANAGERS; OFFICERS

2.1. Certificate of Formation and Limited Liability Company Agreement. In connection with the Mergers, the Certificate of Formation and Limited Liability Company Agreement ("LLC Agreement") of the Company as in effect immediately before the Effective Time will continue in full force and effect immediately after the Effective Time as the Certificate of Formation and LLC Agreement of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law. No changes to the Company's Certificate of Formation are desired to be effected by the Mergers.

2.2. Managers and Officers. The managers and officers of the Company immediately before the Effective Time will be the managers and officers of the Surviving Entity until their successors are duly elected and qualified or as otherwise provided by law or by the Certificate of Formation or LLC Agreement of the Surviving Entity.

SECTION 3-MANNER OF CONVERSION OF UNITS

3.1 The Merged Entities' Membership Interests. Upon the Effective Time, by virtue of the Mergers and without any action by the Parties, all of the membership interests of each of the Merged Entities held by the sole member of each of the Merged Entities before the Effective Time shall automatically be canceled.

3.2 The Company's Membership Interests. Upon the Effective Time, all of the membership interests held by the sole member of the Company immediately before the Effective Time will remain outstanding.

SECTION 4-GENERAL

4.1. Further Assurances. From time to time, as and when required by the Company or by its successors or assigns, the Merged Entities will execute and deliver such deeds and other instruments, and the Merged Entities will take or cause to be taken such further actions, as are appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of the Merged Entities and otherwise to carry out the purposes of this Agreement. The managers and officers of the Company are fully authorized in the name and on behalf of the Merged Entities or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2. Registered Office. The registered office of the Surviving Entity in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801. The Corporation Trust Company is the registered agent of the Surviving Entity at such address.

4.3. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Entity, and copies thereof will be furnished to any stockholder or member of either Party, upon request and without cost.

4.4. Governing Law. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the Parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, without regard to its conflict of law rules or principles.

4.5. Counterparts; Electronic Delivery. This Agreement may be executed in any number of counterparts, each of which is deemed an original and all of which together constitute one instrument. A signed copy of this Agreement delivered by facsimile, email, or other means of electronic transmission is deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

SECTION 5-AMENDMENT; TERMINATION

Before the filing of an executed Certificate of Merger with the Secretary of State of the State of Delaware, this Agreement may be terminated at any time by the written consent of both the managers of the Company and the managers of each of the Merged Entities whether before or after approval by the sole member of the Company or the sole member of each of the Merged Entities.

[Signature Page Follow]

IN WITNESS WHEREOF, the Parties have entered into this Agreement and Plan of Merger as of the date first set forth above.

MERGED ENTITIES:

NU-X VENTURES, LLC

DocuSigned by:
By: Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

TPB INTERNATIONAL, LLC

DocuSigned by:
By: Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

TPB SHARK, LLC

DocuSigned by:
By: Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

VAPORFI FRANCHISING, LLC

DocuSigned by:
By: Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

SURVIVING ENTITY:

TPB BEAST LLC

DocuSigned by:
By: Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

TPB BEAST LLC

**Joint Written Consent
of Managers and Sole Member**

September 19, 2022

Pursuant to the provisions of the Delaware Limited Liability Company Act, the undersigned, being all of the managers and the sole member TPB Beast LLC, a Delaware limited liability company (the "Company"), hereby dispense with the formality of a joint meeting, waive notice of the time, place and purpose of a meeting, and execute this Written Consent for the purpose of adopting and consenting to the following recitals and resolutions to the same extent and to have the same force and effect as if adopted at a formal joint meeting of the managers and the sole member duly called and held for the purpose of acting upon proposals to adopt such recitals and resolutions:

MERGER WITH DELAWARE AFFILIATES

WHEREAS, the undersigned deem it advisable and in the best interest of the Company that Nu-X Ventures, LLC, a Delaware limited liability company ("Nu-X"), TPB International, LLC, a Delaware limited liability company ("TPB International"), Vaporfi Franchising, LLC, a Delaware limited liability company ("Vaporfi"), and TPB Shark, LLC, a Delaware limited liability company ("TPB Shark"), and together with Nu-X, TPB International and Vaporfi, the "Merged Entities", be merged with and into the Company (the "Mergers") pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and among the Company and the Merged Entities, in the form attached to the Written Consent through which these resolutions are adopted as *Exhibit A*.

NOW, THEREFORE, BE IT:

RESOLVED, that the Mergers are hereby approved, and the Plan of Merger is hereby approved and adopted in all respects; and

FURTHER RESOLVED, that, pursuant to the Plan of Merger, the Merged Entities be merged with and into the Company in accordance with Section 18-209 of the Delaware Limited Liability Company Act, and upon the terms set forth in the Plan of Merger, effective on September 30, 2022; and

FURTHER RESOLVED, that each of the undersigned managers and/or each officer of the Company, as the case may be, is hereby authorized and directed to

take all such actions, and to execute, deliver and file all such agreements, instruments and documents (including duly executing and delivering the Plan of Merger on behalf of the Company and filing one or more Certificates of Merger as prescribed by law with the Delaware Secretary of State), as such person(s) may deem to be necessary or appropriate to effect the Mergers contemplated by the Plan of Merger; and

FURTHER RESOLVED, that each of the undersigned managers and/or each officer of the Company, as the case may be, is hereby further authorized and directed to certify and deliver to any person to whom such certification and delivery may be deemed necessary and desirable, in the opinion of such manager or officer, a true copy of the Written Consent through which the foregoing resolutions were adopted.

MERGER WITH VAPOR SHARK FRANCHISING, LLC
(a Florida limited liability company)

WHEREAS, the undersigned also deem it advisable and in the best interest of the Company that Vapor Shark Franchising, LLC, a Florida limited liability company (the "Vapor Shark"), be merged with and into the Company (the "Vapor Shark Merger") pursuant to an Agreement and Plan of Merger (the "Vapor Shark Plan of Merger") by and among the Company and Vapor Shark, in the form attached to the Written Consent through which these resolutions are adopted as *Exhibit B*.

NOW, THEREFORE, BE IT:

RESOLVED, that the Vapor Shark Merger is hereby approved, and the Vapor Shark Plan of Merger is hereby approved and adopted in all respects; and

FURTHER RESOLVED, that Vapor Shark be merged with and into the Company in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 605.1021 of the Florida Revised Limited Liability Company Act, and upon the terms set forth in the Vapor Shark Plan of Merger, effective on September 30, 2022; and

FURTHER RESOLVED, that each of the undersigned managers and/or each officer of the Company, as the case may be, is hereby authorized and directed to take all such actions, and to execute, deliver and file all such agreements, instruments and documents (including duly executing and delivering the Vapor Shark Plan of Merger on behalf of the Company and filing a Certificate of Merger as prescribed by law with the Delaware Secretary of State and Articles of Merger as prescribed by law with the Florida Secretary of State), as such person(s) may deem to be necessary or appropriate to effect the Vapor Shark Merger contemplated by the Vapor Shark Plan of Merger; and

FURTHER RESOLVED, that each of the undersigned managers and/or each officer of the Company, as the case may be, is hereby further authorized and directed to certify and deliver to any person to whom such certification and delivery may be deemed necessary and desirable, in the opinion of such manager or officer, a true copy of the Written Consent through which the foregoing resolutions were adopted.

[Signature Page Follows]

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

MANAGERS:

DocuSigned by:
Yavor Efremov

138EAB2019C7218...
Yavor Efremov

DocuSigned by:
Louie Reformina

89A1118971...
Louie Reformina

DocuSigned by:
Brittani Cushman

4E39E22838970...
Brittani Cushman

DocuSigned by:
Brian Wigginton

7E89E22838970...
Brian Wigginton

SOLE MEMBER:

TURNING POINT BRANDS, LLC
a Delaware limited liability company

DocuSigned by:
Brittani Cushman

E537FA888BAE4BB...

Name: Brittani Cushman

Title: Manager, General Counsel & Secretary

EXHIBIT A
PLAN OF MERGER

(See Attached)

AGREEMENT AND PLAN OF MERGER
OF
NU-X VENTURES, LLC,
TPB INTERNATIONAL, LLC,
VAPORFI FRANCHISING, LLC
AND
TPB SHARK, LLC,
WITH AND INTO
TPB BEAST LLC

This is an Agreement and Plan of Merger (this "Agreement") dated as September 19, 2022, by and among Nu-X Ventures, LLC, a Delaware limited liability company ("Nu-X"), TPB International, LLC, a Delaware limited liability company ("TPB International"), Vaporfi Franchising, LLC, a Delaware limited liability company ("Vaporfi"), TPB Shark, LLC, a Delaware limited liability company ("TPB Shark", and together with Nu-X, TPB International and Vaporfi, the "Merged Entities"), and TPB Beast LLC, a Delaware limited liability company (the "Company" and together with the Merged Entities, the "Parties").

Recital

WHEREAS, the managers and sole member of the Company and the managers and sole member of each of the Merged Entities, respectively, have determined that it is advisable and generally to the advantage and welfare of the Parties for the Merged Entities to merge with and into the Company under the provisions of the Delaware Limited Liability Company Act (the "DLLCA").

Agreement

NOW, THEREFORE, in consideration of the foregoing and the promises and mutual agreements herein and of the mutual benefits hereby provided, it is agreed by and between the Parties as follows:

SECTION 1-MERGERS

1.1. Constituent Entities. The constituent business entities that are to merge are (a) Nu-X Ventures, LLC, a Delaware limited liability company, (b) TPB International, LLC, a Delaware limited liability company, (c) TPB Shark, LLC, a Delaware limited liability company, (d) Vaporfi Franchising, LLC, a Delaware limited liability company, and (e) TPB Beast LLC, a Delaware limited liability company.

1.2. Mergers; Retention of Limited Liability. In accordance with the provisions of this Agreement and the DLLCA, the Merged Entities will merge with and into the Company (the "Mergers"), the separate existence of the Merged Entities will cease, and the Company will be, and is sometimes referred to below as, the "Surviving Entity," and the name of the Surviving Entity is "TPB Beast LLC." The Surviving Entity will retain limited liability.

1.3. Filing and Effectiveness. The effectiveness of the Mergers is conditioned upon the completion of the following actions:

(a) Adoption and approval of this Agreement and the respective Mergers by the managers and sole member of the Company and the managers and sole member of each Merged Entity in accordance with the requirements of the DLLCA; and

(b) Filing an effective and executed Certificate of Merger with respect to the Mergers with the Secretary of State of the State of Delaware.

Subject to the completion of the foregoing, the Mergers shall become effective on September 30, 2022 (the "Effective Time").

1.4. Effect of the Mergers. At the Effective Time, the separate existence of the Merged Entities will cease and the Company, as the Surviving Entity, will (a) continue to possess all of its assets, rights, powers, and property as constituted immediately before the Effective Time and retain its limited liability, (b) succeed, without other transfer, to all of the assets, rights, powers, and property of the Merged Entities in the manner more fully set forth in the DLLCA, (c) continue to be subject to all of the debts, liabilities, and obligations of the Company as constituted immediately before the Effective Time, and (d) succeed, without other transfer, to all of the debts, liabilities and obligations of the Merged Entities in the same manner as if the Company had itself incurred them, all as more fully provided under the applicable provisions of the DLLCA.

SECTION 2-CHARTER DOCUMENTS; MANAGERS; OFFICERS

2.1. Certificate of Formation and Limited Liability Company Agreement. In connection with the Mergers, the Certificate of Formation and Limited Liability Company Agreement ("LLC Agreement") of the Company as in effect immediately before the Effective Time will continue in full force and effect immediately after the Effective Time as the Certificate of Formation and LLC Agreement of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law. No changes to the Company's Certificate of Formation are desired to be effected by the Mergers.

2.2. Managers and Officers. The managers and officers of the Company immediately before the Effective Time will be the managers and officers of the Surviving Entity until their successors are duly elected and qualified or as otherwise provided by law or by the Certificate of Formation or LLC Agreement of the Surviving Entity.

SECTION 3-MANNER OF CONVERSION OF UNITS

3.1 The Merged Entities' Membership Interests. Upon the Effective Time, by virtue of the Mergers and without any action by the Parties, all of the membership interests of each of the Merged Entities held by the sole member of each of the Merged Entities before the Effective Time shall automatically be canceled.

3.2 The Company's Membership Interests. Upon the Effective Time, all of the membership interests held by the sole member of the Company immediately before the Effective Time will remain outstanding.

SECTION 4-GENERAL

4.1. Further Assurances. From time to time, as and when required by the Company or by its successors or assigns, the Merged Entities will execute and deliver such deeds and other instruments, and the Merged Entities will take or cause to be taken such further actions, as are appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of the Merged Entities and otherwise to carry out the purposes of this Agreement. The managers and officers of the Company are fully authorized in the name and on behalf of the Merged Entities or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2. Registered Office. The registered office of the Surviving Entity in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801. The Corporation Trust Company is the registered agent of the Surviving Entity at such address.

4.3. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Entity, and copies thereof will be furnished to any stockholder or member of either Party, upon request and without cost.

4.4. Governing Law. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the Parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, without regard to its conflict of law rules or principles.

4.5. Counterparts; Electronic Delivery. This Agreement may be executed in any number of counterparts, each of which is deemed an original and all of which together constitute one instrument. A signed copy of this Agreement delivered by facsimile, email, or other means of electronic transmission is deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

SECTION 5-AMENDMENT; TERMINATION

Before the filing of an executed Certificate of Merger with the Secretary of State of the State of Delaware, this Agreement may be terminated at any time by the written consent of both the managers of the Company and the managers of each of the Merged Entities whether before or after approval by the sole member of the Company or the sole member of each of the Merged Entities.

[Signature Page Follow]

IN WITNESS WHEREOF, the Parties have entered into this Agreement and Plan of Merger as of the date first set forth above.

MERGED ENTITIES:

NU-X VENTURES, LLC

By: ^{DocuSigned by:} Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

TPB INTERNATIONAL, LLC

By: ^{DocuSigned by:} Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

TPB SHARK, LLC

By: ^{DocuSigned by:} Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

VAPORFI FRANCHISING, LLC

By: ^{DocuSigned by:} Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

SURVIVING ENTITY:

TPB BEAST LLC

By: ^{DocuSigned by:} Brittani Cushman
E537FA888BAE48B...
Name: Brittani Cushman
Title: Manager

EXHIBIT B
VAPOR SHARK PLAN OF MERGER

(See Attached)

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