

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM812331

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/20/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NC CHOCOLATE MANUFACTURING, LLC		12/20/2018	Limited Liability Company: NEW YORK
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
NASSAU CANDY DISTRIBUTORS, INC.	12/20/2018	Corporation: NEW YORK	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	NASSAU CANDY DISTRIBUTORS, INC.		
Street Address:	530 WEST JOHN STREET		
City:	HICKSVILLE		
State/Country:	NEW YORK		
Postal Code:	11801		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2569534	MICROMINTS	
CORRESPONDENCE DATA			
Fax Number:	2166214072		
<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:	2166212234		
Email:	jwolfe@tarolli.com		
Correspondent Name:	TAROLLI, SUNDHEIM, COVELL & TUMMINO LLP		
Address Line 1:	950 MAIN AVENUE		
Address Line 2:	SUITE 710		
Address Line 4:	CLEVELAND, OHIO 44113		
NAME OF SUBMITTER:	JAMES L. TAROLLI		
SIGNATURE:	/JAMES L. TAROLLI/		

OP \$40.00 2569534

DATE SIGNED:	05/23/2023
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Total Attachments: 3

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AGREEMENT AND PLAN OF MERGER
OF
NC CHOCOLATE MANUFACTURING, LLC
(a New York limited liability company)

WITH AND INTO

NASSAU CANDY DISTRIBUTORS, INC.
(a New York corporation)

AGREEMENT AND PLAN OF MERGER, effective as of December 19, 2018 (the "Agreement"), by and between NC CHOCOLATE MANUFACTURING, LLC, a New York limited liability company (the "Company"), and NASSAU CANDY DISTRIBUTORS, INC., a New York corporation (the "Survivor").

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of New York and has the authority to issue one hundred (100) units of membership interests ("Units").

WHEREAS, the Survivor is a corporation duly organized and existing under the laws of the State of New York and has authority to issue two hundred (200) Series A voting shares of common stock, no par value per share ("Series A Shares") and ten thousand (10,000) Series B non-voting shares of common stock, no par value per share ("Series B Shares", and together with the Series A Shares, the "Common Stock").

WHEREAS, the respective manager of the Company (the "Manager") and the directors of the Survivor (the "Directors") have determined that it is advisable that the Company merge with and into the Survivor upon the terms and conditions hereinafter provided.

WHEREAS, the Directors and Manager have approved this Agreement.

WHEREAS, the respective members of the Company and shareholders of the Survivor have approved this Agreement.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Company and the Survivor, subject to the terms and conditions hereinafter set forth, hereby agree as follows:

I. MERGER

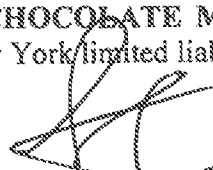
1.1 **Merger.** Upon the terms and subject to the conditions hereof, in accordance Section 901 of the New York Business Corporation Law (the "BCL") and Section 1001 of the New York Limited Liability Company Law (the "LLCL"), the Company will be merged with and into the Survivor (the "Merger"). The Survivor will be the surviving company (hereinafter referred to sometimes as the "Surviving Company") of the Merger, and the separate existence of the Company shall cease.

1.2 **Filing and Effectiveness.** The Merger shall become effective as of the date and at such time as this Agreement and any other documents necessary to effect the Merger in accordance with the BCL and the LLC are duly filed with the Secretary of State of the State of New York (the "Effective Time").

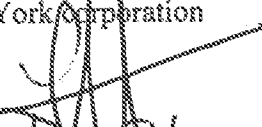
1.3 **Certificate of Formation.** At the Effective Time, the certificate of incorporation of the Survivor (the "Certificate of Incorporation") in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Company.

IN WITNESS WHEREOF, the undersigned parties have caused this Agreement and Plan of Merger to be duly executed as of the date first above written.

NC CHOCOLATE MANUFACTURING, LLC,
a New York limited liability company

By: 
Name: Lance S. Jones
Title: Mg. Mgr.

NASSAU CANDY DISTRIBUTORS, INC., a
New York corporation

By: 
Name: Robert
Title: CEO