

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/13/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AMI Brands, LLC		10/11/2010	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Brands Within Reach, LLC
Street Address:	840 Orienta Avenue
City:	Mamaroneck
State/Country:	NEW YORK
Postal Code:	10543
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	3777324	DRINK 1, GIVE 10
Serial Number:	85050879	TOGETHER WE CAN MAKE A DIFFERENCE

**CORRESPONDENCE DATA**

Fax Number: (973)618-5936  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2126732918  
 Email: hhenryson2@gmail.com  
 Correspondent Name: Herbert Henryson  
 Address Line 1: 478 West Broadway  
 Address Line 2: Suite #3N  
 Address Line 4: New York, NEW YORK 10012-3168

NAME OF SUBMITTER:	Herbert Henryson II
Signature:	/hh2/

**TRADEMARK**

**900175323**

**REEL: 004307 FRAME: 0390**

**OP \$65.00 3777324**

Date:

10/30/2010

**Total Attachments: 9**

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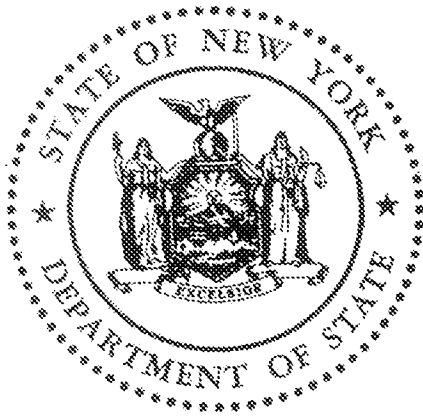
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***STATE OF NEW YORK***

***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 13, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

CSC 45  
DRAW DOWN

103 513000 281

CERTIFICATE OF MERGER  
OF

AMI BRANDS, LLC  
(a California limited liability company)

INTO

AMI BRANDS, LLC  
(a New York limited liability company)

(Under to Section 1003 of the Limited Liability Company Law of the State of New York)

AMI BRANDS, LLC, a limited liability company organized under the laws of the State of New York ("NYLLC"), and AMI BRANDS, LLC, a limited liability company organized under the laws of the State of California ("CALLC"), hereby certify as follows:

FIRST: The name and state of organization of each of the limited liability companies to the merger are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Name Under Which Formed</u>
AMI Brands, LLC	New York	AMI Brands, LLC
AMI Brands, LLC	California	AMI Imports, LLC

SECOND: The initial articles of organization of NYLLC were filed with the Office of the Secretary of State of the State of New York on September 30, 2010.

THIRD: An agreement of merger has been approved and executed by each of NYLLC and CALLC, in accordance with Section 1002 of the Limited Liability Company Law of the State of New York and California Corporations Code Section 17551.

FOURTH: The name of the surviving limited liability company is AMI Brands, LLC.

FIFTH: The initial articles of organization of CALLC were filed with the Office of the Secretary of State of the State of California on January 31, 2003. CALLC has not filed an application for authority to do business in the State of New York with the Department of State of the State of New York.

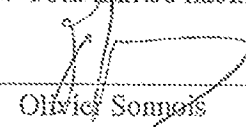
SIXTH: NYLLC, the surviving limited liability company in the merger, irrevocably designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in Article III of the Limited Liability Company Law of the State of New York in any action or special proceeding. The address to which a copy of such process shall be mailed to NYLLC by the Secretary of State of the State of New York is 840 Orienta Avenue, Mamaroneck, New York 10543.

SEVENTH: The merger is permitted by the State of California and is in compliance with the laws of the State of California, including the California Corporations Code Section 17000 *et seq.*

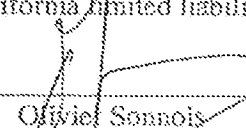
EIGHTH: A copy of the agreement of merger will be furnished by the surviving limited liability company on request and without cost, to any member of NYLLC or any person holding an interest in CALLC. The executed agreement of merger is on file at an office of the surviving limited liability company located at 840 Orienta Avenue, Mamaroneck, New York 10543.

IN WITNESS WHEREOF, each of NYLLC and CALLC has caused this Certificate of Merger to be signed by its duly authorized manager this 11<sup>th</sup> day of October 2010.

AMI Brands, LLC  
(a New York limited liability company)

By:   
Olivier Sannois  
Manager

AMI Brands, LLC  
(a California limited liability company)

By:   
Olivier Sannois  
Manager





**State of California  
Secretary of State**

CBE MERG

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

OCT 12 2010

**Certificate of Merger**

(California Corporations Code sections  
1113(g), 6019.1, 8019.1, 9540, 12540.1, 15911.14, 16915(b) and 17552)

**IMPORTANT — Read all instructions before completing this form.**

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY AmB Brands, LLC	2. TYPE OF ENTITY limited liability company	3. CA SECRETARY OF STATE FILE NUMBER N/A	4. JURISDICTION New York
5. NAME OF DISAPPEARING ENTITY AmB Brands, LLC	6. TYPE OF ENTITY limited liability company	7. CA SECRETARY OF STATE FILE NUMBER 200307810035	8. JURISDICTION California
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT VOTED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.			
<p align="center"><b>SURVIVING ENTITY</b></p> <p>CLASS AND NUMBER AND PERCENTAGE VOTE REQUIRED membership interests (100%) majority</p>		<p align="center"><b>DISAPPEARING ENTITY</b></p> <p>CLASS AND NUMBER AND PERCENTAGE VOTE REQUIRED membership interests (100%) majority</p>	
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED BY THE MERGER, CHECK THE APPLICABLE STATEMENT. <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.			
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES OF ARTICLES TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.			
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.			
PRINCIPAL ADDRESS OF SURVIVING ENTITY 940 Orienta Avenue		CITY AND STATE Mamaroneck, New York	ZIP CODE 10548
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONTRIBUTOR OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. (See attached Annex 1)			
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER Section 1001 et seq. United Liability Company Law of the State of New York		15. FUTURE EFFECTIVE DATE, IF ANY ____/____/____ (Month) (Day) (Year)	
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.			
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. IF I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHOM EXECUTION IS MY ACT AND DEED.			
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		10/11/10	Clyvier Sornolis, Manager
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		10/11/10	Clyvier Sornolis, Manager
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		10/11/10	Clyvier Sornolis, Manager
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY			
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.			

OSC MERGER-1 (REV 01/2010)

APPROVED BY SECRETARY OF STATE

Annex I

In accordance with the provisions of California Corporations Code section 17555(g)(1), (2) and (3), AMI Brands, LLC, the surviving entity in the merger, agrees as follows:

1. The surviving entity may be served in the State of California in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest in the disappearing entity.
2. The surviving entity irrevocably appoints the Secretary of State of the State of California as its agent for service of process. The address to which a copy of such process shall be mailed to the surviving entity by the Secretary of State of the State of California is AMI Brands, LLC, 840 Orienta Avenue, Mamaroneck, New York 10543.
3. The surviving entity will promptly pay the holder of any dissenting interest in the disappearing entity the amount to which that person is entitled under California law.





I hereby certify that the foregoing  
is a true and correct copy of the  
original record in the custody of the  
California Secretary of State's office

*[Handwritten initials]*

OCT 26 2010

Date: \_\_\_\_\_

*[Handwritten signature]*

DEBRA BOWEN, Secretary of State

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231  
www.dos.state.ny.us

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF  
AMI BRANDS, LLC**

(Under Section 211 of the New York Limited Liability Company Law)

The undersigned person, a manager of AMI Brands, LLC, a New York limited liability company, for the purposes of amending the Articles of Organization of such limited liability company, under the provisions and subject to the requirements of the laws of the State of New York (particularly the New York Limited Liability Company Law), hereby certifies that:

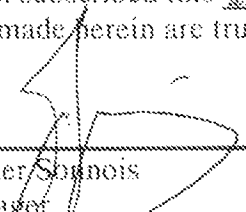
FIRST: The name of the limited liability company is AMI Brands, LLC.

SECOND: The date of filing of the articles of organization of the Company is September 30, 2010.

THIRD: The amendment effected by this certificate of amendment is as follows: Article FIRST of Articles of Organization of AMI Brands, LLC relating to the name of the limited liability company is hereby amended to read in its entirety as follows:

"FIRST: The name of the limited liability company (the "company") is Brands Within Reach, LLC."

IN WITNESS WHEREOF, this certificate has been subscribed this 22<sup>nd</sup> day of October, 2010, by the undersigned who affirms that the statements made herein are true under penalties of perjury.

  
\_\_\_\_\_  
Olivier Sornois  
Manager

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF  
AMI BRANDS, LLC**

Under Section 211 of the New York Limited Liability Company Law

Filed by: Law Offices of Herbert Henryson  
478 West Broadway  
New York, New York 10012