

2/11/11

02/16/2011



103617926

To the Director of the U S Patent a

ocuments or the new address(es) below

1. Name of conveying party(ies):

Vietti Foods Company, Inc

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State Tennessee
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name Choice Food of America, LLC

Internal _____

Address _____

Street Address 636 Southgate Avenue

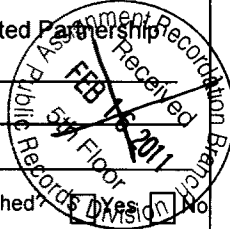
City: Nashville

State Tennessee

Country USA Zip 37203

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Tennessee LLC, USA
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)



3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 30, 2007

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No (s) _____

B. Trademark Registration No (s)

3455638
1594449

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Registration No. 3455638 for the mark "A KICK IN THE CAN"

Registration No. 1594449 for the mark "SOUTHGATE"

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Wadley & Patterson P.C.

Internal Address Edward D. Lanquist, Jr.

Street Address 1600 Division Street, Suite 500

City Nashville

State Tennessee Zip 37203

Phone Number 615-242-2400

Fax Number 615-242-2221

Email Address edl@plawgroup.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2 6(b)(6) & 3 41) \$65.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

02-11-2011

02/16/2011 MTHAI 00000000 3455638
Deposit Account Number 23-0035

01 FC:0521 40.00
Authorized User Name Wadley & Patterson P.C. 20.00

9. Signature:

Signature

2/7/11
Date

Edward D. Lanquist, Jr

Name of Person Signing

Total number of pages including cover sheet, attachments, and document

P1 OF 13

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/30/07
REQUEST NUMBER: 5932-0554
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/30/07 0945
EFFECTIVE DATE/TIME: 01/30/07 0945
CONTROL NUMBER: 0520022

TO:
SHERRARD & ROE, PLC
424 CHURCH STREET
SUITE 2000
NASHVILLE, TN 37219

Davidson County CHARTER
Recvd: 01/30/07 11:06 10 pgs
Fees:9.50 Taxes:0.00
20070130-0012232

RE:
CHOICE FOOD OF AMERICA, LLC
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED CERTIFICATE OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 01/30/07

FROM:
SHERRARD & ROE (424 CHURCH ST.)
424 CHURCH STREET
SUITE 2000
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004085241
ACCOUNT NUMBER: 00092398



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

TRADEMARK
REEL: 004485 FRAME: 0283

ARTICLES AND CERTIFICATE OF MERGER
OF
VIETTI FOODS COMPANY, INC.
AND
CHOICE FOOD OF AMERICA, INC.
INTO
CHOICE FOOD OF AMERICA, LLC

RECEIVED
STATE OF TENNESSEE
2008 JAN 30 AM 9:45
RILEY DARNELL
SECRETARY OF STATE

5832.0554

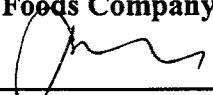
Pursuant to the provisions of § 48-249-702 of the Tennessee Revised Limited Liability Company Act and § 48-21-107 of the Tennessee Business Corporation Act, the undersigned entities hereby adopt the following Articles and Certificate of Merger:

1. The entities that are to merge are Vietti Foods Company, Inc., a Tennessee corporation; Choice Food of America, Inc., a Tennessee corporation; and Choice Food of America, LLC, a Tennessee limited liability company.
2. An Agreement and Plan of Merger (the "Plan of Merger") has been approved and executed by each party to the merger and is attached hereto as *Exhibit A*.
3. Shareholder approval of the Plan of Merger is required by the Tennessee Business Corporation Act, and the Plan of Merger was duly adopted and approved by the shareholders of Vietti Foods Company, Inc., and Choice Food of America, Inc.
4. The name of the surviving entity is Choice Food of America, LLC, a Tennessee limited liability company.
5. No amendments to the surviving entity's articles of organization shall be effected by the merger.
6. The merger will be effective upon the filing of the Certificate of Merger with the Secretary of State of Tennessee.
7. The Agreement and Plan of Merger is on file at the place of business of Choice Food of America, LLC, which is located at 618 Church Street, Suite 220, Nashville, Tennessee 37219.
8. A copy of the Agreement and Plan of Merger will be furnished by Choice Food of America, LLC, on request and without cost, to any shareholder of Vietti Foods Company, Inc., or Choice Food of America, Inc., or to any member of Choice Food of America, LLC.

[Signatures appear on the following page.]

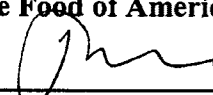
IN WITNESS WHEREOF, the undersigned have executed these Articles and Certificate of Merger as of January 18, 2007.

Vietti Foods Company, Inc.

By: 

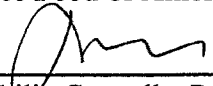
Philip Connelly, President

Choice Food of America, LLC

By: 

Philip Connelly, President

Choice Food of America, Inc.

By: 

Philip Connelly, President

5932-0555

Exhibit A

**AGREEMENT AND PLAN OF MERGER
OF
VIETTI FOODS COMPANY, INC.
AND
CHOICE FOOD OF AMERICA, INC.
WITH AND INTO
CHOICE FOOD DISTRIBUTORS, LLC**

(Attached)

5932.0556