

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM444424

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PSC Enterprises, Inc.		12/01/2008	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	Winzer Corporation
Street Address:	4060 E. Plano Parkway
City:	Plano
State/Country:	TEXAS
Postal Code:	75074
Entity Type:	Corporation: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2201473	PS

CORRESPONDENCE DATA

Fax Number: 2149993344

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: 214.999.4344

Email: mdubner@gardere.com

Correspondent Name: Michael W. Dubner

Address Line 1: Gardere Wynne Sewell LLP

Address Line 2: 2021 McKinney Ave, Suite 1600

Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	Michael W. Dubner
SIGNATURE:	/Michael W. Dubner/
DATE SIGNED:	09/25/2017

Total Attachments: 10

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Form 623
(Revised 01/06)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: see instructions



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FILED
 In the Office of the
 Secretary of State of Texas

DEC 17 2008

**Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code Corporations Section**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization are as follows:

Parent

Winzer Corporation
 Name of Organization
 The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
Texas USA The file number, if any, is 527360-0
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

Subsidiary 1

PSC Enterprises, Inc.
 Name of Organization
 The organization is a for-profit It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)
California USA The file number, if any, is none
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

8541 Lankershim Boulevard Sun Valley CA USA
Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<u>10,000</u>	<u>Common</u>	<u>10,000</u>	<u>100%</u>
<small>Number of ownership interests outstanding</small>	<small>Class</small>	<small>Number owned by parent</small>	<small>Percentage Owned</small>

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Name of Organization
 The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is:

State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned
[] The organization will survive the merger. [] The organization will not survive the merger.

Subsidiary 3

Name of Organization

The organization is a: Specify organizational form (e.g., for-profit corporation) It is organized under the laws of:

The file number, if any, is:

State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned
[] The organization will survive the merger. [] The organization will not survive the merger.

[X] A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 12/01/2008

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The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Table with 3 columns: Name, Jurisdiction, Entity Type (See instructions). Below it, Principal Place of Business Address with sub-columns for City, State, Zip Code.

Name	Jurisdiction	Entity Type (See instructions)

Principal Place of Business Address	City	State	Zip Code
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Name	Jurisdiction	Entity Type (See instructions)

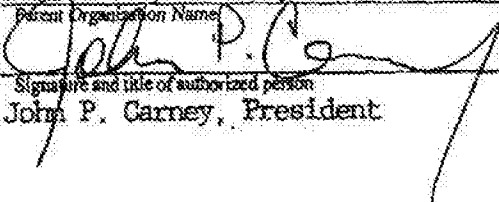
Principal Place of Business Address	City	State	Zip
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- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: December 31, 2008; 11:59 pm CST
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
 The following event or fact will cause the document to take effect in the manner described below:

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/1/08

Winger Corporation, a Texas corporation
Parent Organization Name

Signature and title of authorized person
 John P. Carney, President

WINZER CORPORATION

**UNANIMOUS WRITTEN CONSENT
(in Lieu of Special Meeting)
OF THE BOARD OF DIRECTORS**

December 1, 2008

The undersigned, being the sole director of **WINZER CORPORATION**, a Texas corporation ("Company"), does hereby waive notice and call for a meeting of the Board of Directors, and does hereby adopt the following resolutions to the same extent and to have the same force and effect as if adopted by vote of the Board of Directors of the Company at a duly convened meeting held for such purposes, all in accordance with the Texas Business Corporation Act:

WHEREAS, the Board of Directors of the Company has reviewed that certain Plan of Merger attached hereto as Exhibit A (the "Plan") between the Company and PSC Enterprises, Inc., a California corporation ("PSC") whereby PSC would merge with and into the Company (the "Merger");

WHEREAS, the Board of Directors of the Company has found the Plan and the Merger to be in the best interests of the Company and its shareholders.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Board of Directors of the Company hereby approves the form and terms of, and the transactions described in, the Plan; and be it further

RESOLVED, that the Board of Directors of the Company authorizes and directs the President of the Company to take any and all action necessary or appropriate to consummate the transactions set forth in the Plan, including but not limited to executing and delivering to the Texas Secretary of State and the California Secretary of State any and all appropriate certificates and other documentation with respect to the Merger; and be it further

RESOLVED, that in addition to and without limiting the foregoing, the appropriate officers of the Company be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, all such further instruments and documents as such proper officers, with the advice of counsel to the

Company, may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interest of the Company (as conclusively evidenced by taking of such action or the execution and delivery of such instruments or documents, as the case may be, by or under the direction of any officer), and all action heretofore taken by the officers of the Company in connection with the subject of the foregoing resolutions be, and hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

[signature page follows]

IN WITNESS WHEREOF, the undersigned, being the sole director of WINZER CORPORATION, consents to the adoption of the foregoing resolutions being entered into the minutes as official action of the Board of Directors and has executed this Unanimous Written Consent (in Lieu of Special Meeting) of the Board of Directors as of the day and year first written above.



Klaus Wirth, Sole Director

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EXHIBIT A

PLAN OF MERGER

of

**PSC Enterprises, Inc.,
a California corporation**

with and into

**Winzer Corporation,
a Texas corporation**

I.

NAMES OF PARTIES TO MERGER

This Plan of Merger (the "Plan") is between PSC Enterprises, Inc., a California corporation (the "Subsidiary"), and Winzer Corporation, a Texas corporation (the "Parent"). The Parent owns all of the outstanding shares of all of the classes of stock of the Subsidiary. Accordingly, approval of this Plan of Merger may be made without approval of the shareholders or the Board of Directors of the Subsidiary.

II.

THE MERGER

At the Effective Time (as defined below), the Subsidiary shall merge with and into Parent (the "Merger"), with the Parent continuing as the surviving corporation and operating as "Winzer Corporation" (the "Surviving Corporation"). Upon consummation of the Merger, the separate corporate existence of the Subsidiary shall thereupon cease. The separate corporate existence of the Surviving Corporation with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the Merger. Upon consummation, the Merger shall have the effects specified in the Texas Business Organization Code for mergers.

III.

EFFECTIVE TIME

The Merger shall become effective as of 11:59 p.m. on December 31, 2008 (the "Effective Time").

IV.

TRANSFER OF ASSETS AND LIABILITIES

At the Effective Time, the title to all property owned by the Subsidiary shall vest in the Surviving Corporation without reversion or impairment. The Surviving Corporation shall assume all liabilities of the Subsidiary.

V.

ACTIONS AFTER THE EFFECTIVE TIME

If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Subsidiary vested or to be vested in the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Plan, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of the Subsidiary, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Subsidiary, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties and assets in the Surviving Corporation or otherwise to carry out this Plan.

VI.

EFFECT OF MERGER ON BOARD OF DIRECTORS AND OFFICERS

The existing officers and directors of the Parent shall be and remain the officers of the Surviving Corporation until their respective successors are elected in accordance with the Bylaws of the Parent.

VII.

EFFECT OF MERGER ON OUTSTANDING SHARES

As of the Effective Time, by virtue of the Merger and without any action on the part of any stockholder of the Parent or the Subsidiary:

(a) the issued and outstanding shares of stock of the Subsidiary owned by the Parent prior to the Effective Time shall be cancelled and retired without payment of consideration; and

(b) all existing issued and outstanding shares of stock of the Parent at the Effective Time shall be the shares of stock of the Surviving Corporation after the Effective Time.

VIII.

ARTICLES OF INCORPORATION AND BYLAWS

The Amended and Restated Articles of Incorporation and the Bylaws of the Parent in effect at the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation (until duly amended or repealed) after the Effective Time.

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