

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5460882

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
LAMI PRODUCTS, LLC	10/27/2017
RECEIVING PARTY DATA	
Name:	JACENT STRATEGIC MERCHANDISING, LLC
Street Address:	860 WELSH ROAD
City:	HUNTINGTON VALLEY
State/Country:	PENNSYLVANIA
Postal Code:	19006
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	D758201
Patent Number:	D767378
Patent Number:	D760068
Patent Number:	5438488
CORRESPONDENCE DATA	
Fax Number:	(602)364-7070
<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:	6023647000
Email:	julie.eslick@bclplaw.com
Correspondent Name:	BRYAN CAVE LEIGHTON PAISNER LLP
Address Line 1:	TWO N CENTRAL AVENUE, SUITE 2100
Address Line 2:	JULIE A. ESLICK
Address Line 4:	PHOENIX, ARIZONA 85004
ATTORNEY DOCKET NUMBER:	1085746.000013
NAME OF SUBMITTER:	JULIE A. ESLICK
SIGNATURE:	/Julie A. Eslick/
DATE SIGNED:	04/05/2019
Total Attachments: 5	
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Delaware

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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 AMENDMENT OF "LAMI PRODUCTS, LLC", CHANGING ITS NAME FROM "LAMI PRODUCTS, LLC" TO "JACENT STRATEGIC MERCHANDISING, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2017, AT 5:25 O`CLOCK P.M.



5809798 8100
SR# 20176808276

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock Secretary of State" is printed in a small font.

Authentication: 203471722
Date: 10-27-17

PATENT
REEL: 048807 FRAME: 0144

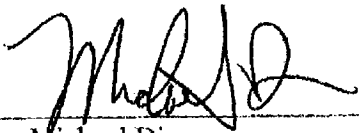
State of Delaware
Secretary of State
Division of Corporations
Delivered 05:25 PM 10/26/2017
FILED 05:25 PM 10/26/2017
SR 20176808276 - File Number 5809798

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
LAMI PRODUCTS, LLC**

THIS CERTIFICATE OF AMENDMENT (the "Amendment") to the Certificate of Formation of LaMi Products, LLC (the "Company") is being executed and filed by the undersigned to amend the Certificate of Formation of the Company under Section 18-202 of the Delaware Limited Liability Company Act.

1. The name of the Company is LaMi Products, LLC.
2. The Certificate of Formation of the Company is hereby amended by changing the name of the Company to: Jacent Strategic Merchandising, LLC.
3. This Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 26th day of October, 2017.

By: 
Name: Michael Dion
Its: President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of September 10, 2015 (the "Agreement Date") by and between LaMi Products, LLC, a Delaware limited liability company (herein called the "Surviving LLC") and LaMi Products, Inc., a Pennsylvania corporation (the "Merging Corporation").

BACKGROUND

A. Each of the Surviving LLC and the Merging Corporation is a wholly owned subsidiary of Dion Holdings, Inc., a Delaware corporation ("Holdings").

B. Each of the parties to this Agreement and Plan of Merger, in consideration of the mutual agreements of each entity as set forth hereinafter, and Holdings deem it advisable and generally for the welfare of such companies, that the Merging Corporation merges with and into the Surviving LLC under and pursuant to the terms and conditions hereinafter set forth (the "Merger").

NOW, THEREFORE, the parties to this Agreement and Plan of Merger, by their respective members and shareholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger and the mode of carrying them into effect, as follows:

1. This Agreement and Plan of Merger shall become effective at the time the filing of the certificate of merger is accepted by the Delaware Secretary of State (the time of such acceptance, the "Effective Time").

2. At the Effective Time, the Merging Corporation shall be merged with and into the Surviving LLC, and the Surviving LLC shall continue as the surviving entity of the Merger and shall succeed to and assume all rights and obligations of the Merging Corporation.

3. At the Effective Time, the Certificate of Formation of the Surviving LLC as in force and effect immediately prior to the Effective Time shall continue in full force and effect as the Certificate of Formation of the Surviving LLC until the same shall thereafter be duly amended in accordance with the law.

4. At the Effective Time, the Limited Liability Company Agreement of the Surviving LLC as in effect immediately prior to the Effective Time shall continue in full force and effect as the Limited Liability Company Agreement of the Surviving LLC until the same shall thereafter be duly amended in accordance with law.

5. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving LLC without further act or deed and all property, rights, and every other interest of the Surviving LLC and the Merging Corporation, shall be as effectively the property rights and other interests of the Surviving LLC

as they were of the Surviving LLC and the Merging Corporation, respectively, immediately prior to the consummation of the Merger.

6. The manner of, and basis for, converting the outstanding shares of the Merging Corporation into membership interests of the Surviving LLC and the mode for carrying into effect the Merger contemplated hereby shall be that all issued and outstanding shares of stock of the Merging Corporation shall be cancelled and nothing shall be issued in exchange therefor. None of the membership interests of the Surviving LLC issued and outstanding at the Effective Date shall be converted or exchanged as a result of the Merger, but all of such interests shall remain authorized, issued and outstanding, with such rights as presently exist.

7. At the Effective Time, the officers of the Surviving LLC, if any, shall continue serving as officers after the consummation of the Merger.

8. The Merging Corporation hereby represents and warrants that the Merging Corporation has the requisite corporate power and authority necessary to enter into, deliver and carry out its obligations pursuant to this Agreement and Plan of Merger.

9. The Merging Corporation hereby represents and warrants that the Merging Corporation is in good standing in its jurisdiction of formation.

10. The Surviving LLC hereby represents and warrants that the Surviving LLC has the requisite corporate power and authority necessary to enter into, deliver and carry out its obligations pursuant to Agreement and Plan of Merger.

11. The Surviving LLC hereby represents and warrants that the Surviving LLC is in good standing in its jurisdiction of formation.

12. The appropriate individuals of each entity which is a party hereto shall, and are hereby authorized and directed, before and after the Effective Date, to perform all such further acts, and execute any and all agreements, papers and documents arising from, in connection with or relating to, the Merger contemplated by this Agreement and Plan of Merger as he, she or they shall in their sole discretion deem advisable, and to deliver the same.

13. This Agreement and Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on and as of the Agreement Date.

SURVIVING LLC:

LAMI PRODUCTS, LLC

By: Dion Holdings, Inc., Sole Member

By: 

Name: Michael Dion

Title: President

MERGING CORPORATION:

LAMI PRODUCTS, INC.

By: 

Name: Michael Dion

Title: President

[Signature Page to Agreement and Plan of Merger]