

Form PTO 1684
(Rev. 6-93)
OMB No. 0661-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
THE UPSTREAM LLC

Individual
 Association Limited Partnership
 General Partnership
 Corporation
 Other - Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: November 29, 1999

2. Name and address of receiving party(ies):

Name: **CAMPUSFOOD.COM, INC.**
Address: **200 Varick St., Suite 514
New York, NY 10014**

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation - Delaware
 Other

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)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Applications

Mark	Serial No.

Additional numbers attached? Yes No

B. Trademark Registrations

Mark	Reg. No.
CAMPUSFOOD and Design	2,247,206

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

Name: Darby & Darby P.C.
Street Address: Post Office Box 5257
City: New York State: New York Zip: 10150-5257

OUR REF. NO.: 04326/3200919-US0

6. Total number of applications and registrations involved: 1


7. Total fee (37 CFR 3.41):.....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 04-0100
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Amy J. Benjamin
Name of Person Signing


Signature

July 20, 2004

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 040100 2247206

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION

Pursuant to title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Campusfood.com, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Upstream LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Campusfood.com, Inc.

FOURTH: The Agreement of Merger is on file at 200 Varick St, Suite 514, New York, NY 10014, the place of business of the surviving corporation.

FIFTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SIXTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 29th day of November, 1999.

By: Michael Saunders

Name: [Signature]

Title: President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 12/06/1999
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