

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/07/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Newflower Market, Inc.		12/04/2007	CORPORATION: COLORADO
RECEIVING PARTY DATA			
Name:	Newflower Market, Inc.		
Doing Business As:	DBA Sunflower Farmers Market and Newflower Farmers Market		
Street Address:	2585 Central Avenue		
Internal Address:	Suite 200		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2891747	SERIOUS FOOD...SILLY PRICES	
CORRESPONDENCE DATA			
Fax Number:	(303)297-2600		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303-297-2600		
Email:	dblock@rwolaw.com		
Correspondent Name:	Daniel J. Block		
Address Line 1:	1099 18th Street		
Address Line 2:	Suite 2600		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	06964-001		
NAME OF SUBMITTER:	Bennett Bertoli		

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Signature:	/Bennett Bertoli/
Date:	12/04/2009
Total Attachments: 2 source=AgreementofMerger#page1.tif source=AgreementofMerger#page2.tif	

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made and entered into by and between NEWFLOWER MARKET, INC., a Colorado corporation ("NFI Colorado") and NEWFLOWER MARKET, INC., a Delaware corporation ("NFI Delaware") as of December 4, 2007.

1. **Merger.** At the Effective Time (as defined below), subject to the approval of the Board of Directors of NFI Delaware and the shareholders of NFI Colorado, and subject to the conditions stated below, NFI Colorado will be merged into and with NFI Delaware, which will continue in existence as the surviving entity. The surviving entity will be governed in accordance with the laws of the State of Delaware, and will maintain its principal office at 2585 Central Avenue, Suite 200, Boulder, Colorado 80301.
2. **Effective Date of the Merger.** The merger will become effective immediately upon the date and at the time that a Statement of Merger setting forth this Plan is filed with the Colorado Secretary of State, and a Certificate of Merger with respect to this Plan is filed with the Delaware Secretary of State. The date and time that the merger becomes effective is referred to below as the "Effective Time."
3. **Effect of Merger.**
 - a. **Termination of Existence of NFI Colorado.** The separate existence and organization of NFI Colorado will cease at the Effective Time.
 - b. **Property of NFI Colorado.** From and after the Effective Time, NFI Delaware will possess all of the rights, privileges, powers, immunities, purposes and franchises, both public and private, of NFI Colorado. All real property and personal property, tangible and intangible, of every kind and description, belonging to NFI Colorado will vest in NFI Delaware without further act or deed.
 - c. **Liabilities of NFI Colorado.** From and after the Effective Time, NFI Delaware will be liable for all of the obligations and liabilities of NFI Colorado, and any claim existing, or action or proceeding pending, by or against NFI Colorado may be enforced against NFI Delaware. Neither the rights of creditors nor any lien upon, or security interest in, the property of NFI Colorado will be impaired by the Merger.
4. **Amendment to Certificate of Incorporation.** There will be no amendments to the Certificate of Incorporation of NFI Delaware because of the Merger.
5. **Conversion of NFI Colorado Stock.** At the Effective Time, each share of the common stock of NFI Colorado will be automatically converted into the right to receive 400 shares of the common stock, par value \$.001 per share, of NFI Delaware; provided, however, that the shares of any shareholder of NFI Colorado who properly exercises his or her dissenter's rights in accordance with C.R.S. § 7-113-101, et seq., will not be converted into shares of NFI Delaware, but instead, he or she will be entitled to payment for his or her shares as specified by Colorado law.

TRADEMARK

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Upon the return by a shareholder of a stock certificate representing shares of NFI Colorado, NFI Delaware will issue to the shareholder a stock certificate of NFI Delaware representing the number of shares of stock to which the shareholder is entitled to receive pursuant to this Plan.

6. **Approval and Filings.** This Plan will be submitted for approval by the Board of Directors of NFI Delaware and the shareholders of NFI Colorado. Upon approval of the Plan by the Boards of Director of NFI Delaware and the shareholders of NFI Colorado, (i) a Statement of Merger will be delivered to the Colorado Secretary of State for filing in accordance with the laws of the State of Colorado; and (ii) a Certificate of Merger will be executed by NFI Delaware and delivered to the Delaware Secretary of State for filing in accordance with the laws of the State of Delaware.

7. **Amendment and Termination.** At any time prior to the Effective Date, this Plan may be amended or terminated by either of the parties by written notice to the other party, and thereupon this Plan will become void and of no effect.

8. **Authority.** This Plan is adopted pursuant to the provisions of the Colorado Corporations and Association Act (C.R.S. § 7-90-101, et seq.), relating to the merger of corporations; and pursuant to the provisions of the Delaware General Corporation Law (8 Del. Code § 101, et seq.), relating to the merger of corporations.

9. **Governing Law.** This Plan shall in all respects be construed, interpreted and enforced in a accordance with the laws of the State of Colorado, except to the extent that Delaware law is required to be applicable to the Merger.

NEWFLOWER MARKET, INC.,
a Colorado corporation

By: 
Bennett Bertoli
Secretary

NEWFLOWER MARKET, INC.,
a Delaware corporation

By: 
Michael Gilliland
Chief Executive Officer

CERTIFICATION

Newflower Market, Inc., a Delaware corporation, certifies that (1) this Agreement and Plan of Merger has been adopted by the corporation in accordance with Section 251(f) of the General Corporation Law of the State of Delaware; and (2) no shares of the corporation were issued prior to the adoption by the Board of Directors of the corporation of the resolution approving this Agreement and Plan of Merger.

By: 
Bennett Bertoli, Secretary