

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	07/05/2011														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Sunrise Growers, Inc.</td> <td></td> <td>07/05/2011</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Sunrise Growers, Inc.		07/05/2011	CORPORATION: CALIFORNIA				
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PROPERTY NUMBERS Total: 2															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>2647976</td> <td>SUNRISE GROWERS</td> </tr> <tr> <td>Registration Number:</td> <td>3244050</td> <td>SUNRISE GROWERS</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	2647976	SUNRISE GROWERS	Registration Number:	3244050	SUNRISE GROWERS			
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CORRESPONDENCE DATA															
<p>Fax Number: 9497609502 <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: (949) 760-0404 Email: efilings@kmob.com Correspondent Name: Knobbe Martens Olson & Bear LLP Address Line 1: 2040 Main Street, 14th Floor Address Line 4: Irvine, CALIFORNIA 92614</p>															
ATTORNEY DOCKET NUMBER:	SRGR.001T														
NAME OF SUBMITTER:	Susan M. Natland														

Signature:	/susan m. natland/
Date:	04/20/2012
Total Attachments: 4 source=SRGR - Certificate of Merger#page1.tif source=SRGR - Certificate of Merger#page2.tif source=SRGR - Certificate of Merger#page3.tif source=SRGR - Certificate of Merger#page4.tif	

Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

"SUNRISE GROWERS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "SUNRISE GROWERS, INC." UNDER THE NAME OF "SUNRISE GROWERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JULY, A.D. 2011, AT 12:59 O'CLOCK P.M.

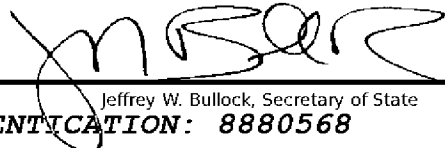
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTH DAY OF JULY, A.D. 2011, AT 9 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4990337 8100M

110790311




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8880568

DATE: 07-05-11

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

TRADEMARK
REEL: 004761 FRAME: 0983

CERTIFICATE OF MERGER

OF

SUNRISE GROWERS, INC.

WITH AND INTO

SUNRISE GROWERS, INC.

Adopted in accordance with
the provisions of Section 252
of the General Corporation Law
of the State of Delaware

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Sunrise Growers, Inc., which is incorporated under the laws of the State of Delaware (the "Survivor"); and

(ii) Sunrise Growers, Inc., which is incorporated under the laws of the State of California ("Non-survivor").

2. An Agreement and Plan of Merger (the "Agreement of Merger") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by the Corporation, in the same manner as provided in Section 252 of the General Corporation Law of the State of Delaware, and by the Non-survivor, in accordance with the laws of its state of incorporation.

3. The surviving corporation in the merger herein certified is Sunrise Growers, Inc., the Delaware corporation, which shall continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the state of Delaware.

4. The Certificate of Incorporation of Survivor as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the state of its incorporation.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Sunrise Growers, Inc.
701 W. Kimberly Ave.
Placentia, CA 92870

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

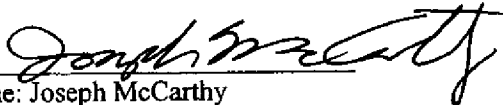
7. The authorized shares and the par value of each share of stock of the Non-survivor prior to the merger is 250,000 authorized shares with no par value. Each issued share of stock of the Non-survivor shall, by virtue of the merger and without any action on the part of the Non-survivor or the directors and officers of the Non-survivor, be canceled and retired and no payment shall be made with respect thereto. For the avoidance of doubt, each share of stock that is owned by the Non-survivor as treasury stock shall no longer be outstanding and shall be cancelled and retired and no payment shall be made with respect thereto. The issued shares of stock, of the Surviving Corporation shall not be converted in any manner.

8. The effective date of the merger shall be on July 5, 2011, at 9:00 p.m. Easter Standard Time.

* * * * *

Executed on this 5th day of July, 2011.

SUNRISE GROWERS, INC.
a Delaware corporation

By: 
Name: Joseph McCarthy
Its: Chief Financial Officer

Certificate of Merger of Sunrise Growers, Inc.

RECORDED: 04/20/2012

TRADEMARK
REEL: 004761 FRAME: 0986