

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Newflower Market, Inc.		02/01/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sunflower Farmers Markets, Inc.		
<b>Street Address:</b>	2585 Central Avenue, Suite 200		
<b>City:</b>	Boulder		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80301		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3157596	SUNFLOWER MARKET	
Registration Number:	2827865	SUNFLOWER	
Registration Number:	3761801	NEWFLOWER FARMERS MARKET	
Registration Number:	2891747	SERIOUS FOOD...SILLY PRICES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(602)530-8500		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	602-530-8077		
<b>Email:</b>	kka@gknet.com		
<b>Correspondent Name:</b>	Steven T. Lawrence		
<b>Address Line 1:</b>	2575 East Camelback Road		
<b>Address Line 4:</b>	Phoenix, ARIZONA 85016		
<b>ATTORNEY DOCKET NUMBER:</b>	22924-0001		
<b>NAME OF SUBMITTER:</b>	Steven T. Lawrence		

**CH \$115.00 3157596**

**900184412**

**TRADEMARK  
 REEL: 004482 FRAME: 0271**

Signature:	/Steven T. Lawrence/
Date:	02/18/2011
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# Delaware

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*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 RESTATED CERTIFICATE OF "NEWFLOWER MARKET, INC.", CHANGING ITS NAME FROM "NEWFLOWER MARKET, INC." TO "SUNFLOWER FARMERS MARKETS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2011, AT 2:46 O'CLOCK P.M.

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

4454245 8100

110140645



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8553776

DATE: 02-10-11

TRADEMARK  
REEL: 004482 FRAME: 0273

FOURTH AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
NEWFLOWER MARKET, INC.

(Pursuant to Sections 228 and 242 of the  
General Corporation Law of the State of Delaware)

Newflower Market, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

**DOES HEREBY CERTIFY:**

1. That the name of this corporation is Newflower Market, Inc. (the "Corporation"), and that the Corporation was originally incorporated pursuant to the General Corporation Law on November 7, 2007.

2. That an Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on November 27, 2007.

3. That a First Amendment to Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on September 8, 2009.

4. That a Second Amendment to Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on November 25, 2009.

5. That a Third Amendment to Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on October 12, 2010.

6. That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board of Directors, adopted a resolution proposing and declaring advisable further amendments to the Amended and Restated Certificate of Incorporation of the Corporation, which resolution setting forth the amendments is as follows:

**RESOLVED**, that the Corporation's Amended and Restated Certificate of Incorporation is further amended as follows:

1. Article FIRST of the Amended and Restated Certificate of Incorporation is amended in its entirety to read as follows:

**FIRST:** The name of the corporation is Sunflower Farmers Markets, Inc.

\* \* \*

7. That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the

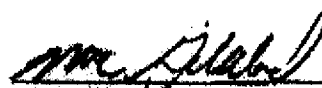
General Corporation Law and written notice of the adoption of the amendment will be given as provided in Section 228 of the General Corporation Law to every stockholder entitled to such notice.

8. That this Fourth Amendment to Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Fourth Amendment to Amended and Restated Certificate of Incorporation has been executed on behalf of the Corporation by a duly authorized officer of the Corporation on this 1<sup>st</sup> day of February, 2011.

Newflower Market, Inc.

By:



Michael C. Ofliland

Its:

CEO