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05-14-1998



1 SHEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MAY 1 1998

To the Honorable Commis

100710003

The attached original documents or copy thereof.

1. Name of conveying party(ies).

MTC MANAGEMENT INC.

2. Name and address of receiving party(ies)

Name: TOGO'S ENTERPRISES, INC.

Internal Address:

Street Address: 900 East Campbell Ave.

City: Campbell State: CA ZIP: 95088

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

California

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 31, 1997

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

A. Trademark Application No.(s)

N/A

B. Trademark registration No.(s)

1,264,395	1,772,004
1,821,865	1,094,090
1,722,836	

Additional numbers attached? Yes No

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

Name: Jane Grant

Internal Address: Allied Domecq

Street Address: P.O. Box 33006

City: Detroit State: MI ZIP: 48232

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08 - 2390

(Attach duplicate copy of this page if paying by deposit account)

05/11/1998 DC0ATES 00000118 082390 1264395

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 100.00 CH

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.

Jane Grant
Name of Person Signing

April 27, 1998
Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

#17 original

MTC MANAGEMENT INC.

Unanimous Written Consent

by Shareholder

Under Section 603 of the California
General Corporation Law

* * *

The undersigned, being the holder of record of all 52,144 outstanding shares of MTC MANAGEMENT INC. (the "Corporation") hereby consents to, and hereby adopts, the following resolutions:

RESOLVED, that Article III, Section 2, of the Bylaws of the Corporation is amended so that the number of directors of the Corporation shall be three.

RESOLVED, that Lawrence W. Hantman, Paul D. Leech, and John T. Shafer are hereby elected as directors of the Corporation.

RESOLVED, that an amendment of the Articles of Incorporation of the Corporation, changing its name to "TOGOS EATERIES, INC." is hereby approved.

Dated: July 31, 1997

J. LYONS INC.

By Thomas Haver
Thomas Haver,
Vice President

#18 original

MTC MANAGEMENT INC.

Action in Writing by Directors

* * *

The undersigned, being all of the Directors of MTC MANAGEMENT, INC. (the "Corporation"), hereby adopt the following resolutions:

RESOLVED, that the following persons are elected as officers of the Corporation, each to hold the office set forth next to his name:

Paul D. Leech	Vice President
Lawrence W. Hantman	Assistant Secretary


RESOLVED, that the actions of the officers of the Corporation in executing, in the name and on behalf of the Corporation, the Employment Agreement and the Development Agreement, each dated July 15, 1997, between the Corporation and Michael T. Cobler, are hereby ratified and approved.

RESOLVED, that an amendment of the Articles of Incorporation of the Corporation, changing its name to "TOGOS EATERIES, INC." is hereby approved.

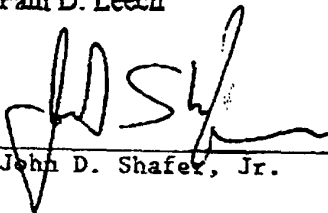
Dated: July 31, 1997



Lawrence W. Hantman



Paul D. Leech



John D. Shafek, Jr.

#19

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
MTC MANAGEMENT, INC.

Under Section 905 of the California General Corporation Law

PAUL D. LEECH and LAWRENCE W. HANTMAN certify:

1. That they are Vice President and Assistant Secretary, respectively, of MTC Management, Inc., a California corporation.
2. That Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"I. NAME.

The name of the corporation is TOGOS EATERIES, INC."

3. That such amendment was approved by the Board of Directors of the Corporation and by the unanimous written consent of the holder of all 52,144 shares outstanding and entitled to vote (the approval of a majority of the outstanding shares entitled to vote being required by Section 152 of the California General Corporation Law).

IN WITNESS WHEREOF, each of the undersigned declares under penalties of perjury that the foregoing matters are true and correct.

Executed at Minneapolis, Minnesota, this 31st day of July, 1997.

Paul D. Leech

Lawrence W. Hantman

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