

REC

07-23-1998



100771775

Tab settings ▾ ▾ ▾ ▾ ▾ ▾ ▾

To the Honorable Commissioner of Patents

Check original documents or copy thereof.

MRO 7-20-98

1. Name of conveying party(ies):

RESTAURANTIC ACQUISITION CORP.

- Individual(s)
  - General Partnership
  - Corporation-State Illinois
  - Other \_\_\_\_\_
- Association
  - Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: July 3, 1996

2. Name and address of receiving party(ies)

Name: RESTAURANTIC, INC.

Internal Address: \_\_\_\_\_

Street Address: 6901 North Hamlin Avenue

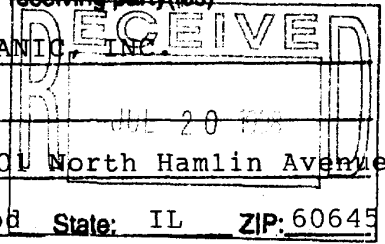
City: Lincolnwood State: IL ZIP: 60645

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Illinois
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,640,697; 1,641,444; 1,648,962;  
1,670,417

Additional numbers attached?  Yes  No

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

Name: MELISSA BRADLEY, ESQ.

Internal Address: CADWALADER, WICKERSHAM  
& TAFT

Street Address: 100 MAIDEN LANE

City: NEW YORK State: NY ZIP: 10038

6. Total number of applications and registrations involved: \_\_\_\_\_

**4**

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

\_\_\_\_\_

(Attach duplicate copy of this page, 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.

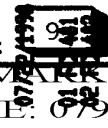
LORI POTTS  
Name of Person Signing

Signature

7/13/98  
Date

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

JUN 15 1998 16447



# State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
RESTAURANIC, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 3RD day of JULY A.D. 19 96 and of the Independence of the United States the two hundred and 20TH



*George H Ryan*

Secretary of State

REEL: 1756 FRAME: 0794

Form **BCA-11.25**

(Rev. Jan. 1995)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 5050-358-5

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

**FILED**

**PAID**

JUL 3 1996

JUL 9 1996

**GEORGE H. RYAN  
SECRETARY OF STATE**

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 7-3-96

Filing Fee \$ 100.-

Approved: [Signature]

**DO NOT SEND CASH!**  
Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation of more than 2 corpo-  
rations, \$50 for each additional cor-  
poration.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~ , and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>Restauranic Acquisition Corp.</u>	<u>Illinois</u>	<u>D 5892-375-3</u>
<u>Restauranic, Inc.</u>	<u>Illinois</u>	<u>D 5050-358-5</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ <sup>surviving</sup> ~~acquiring~~ corporation: Restauranic, Inc.

(b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows: See attached.

If not sufficient space to cover this point, add one or more sheets of this size.

**EXPEDITED**

JUL 3 1996

**SECRETARY OF STATE**

5. Plan of ~~consolidation~~ merger ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each corporation)*

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
<u>Restauranic Acquisition Corp.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Restauranic, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

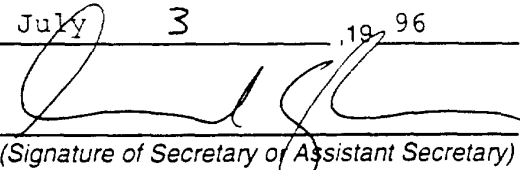
b. (Not applicable to 100% owned subsidiaries)

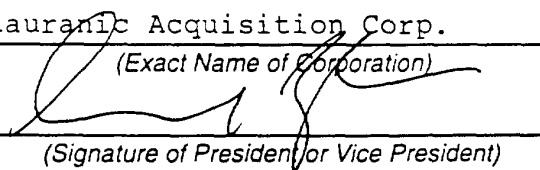
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_.

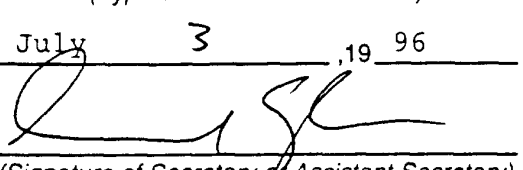
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

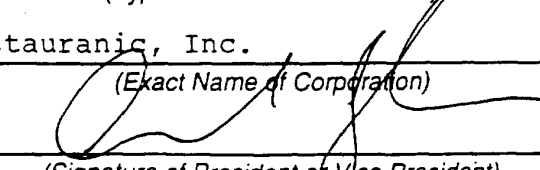
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 3, 1996  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Andrew Zahn, Secretary  
 (Type or Print Name and Title)

Restauranic Acquisition Corp.  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Andrew Zahn, President  
 (Type or Print Name and Title)

Dated July 3, 1996  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Andrew Zahn, Assistant Secretary  
 (Type or Print Name and Title)

Restauranic, Inc.  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Andrew Zahn, Vice President  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, 19\_\_\_\_\_  
 attested by \_\_\_\_\_  
 (Signature of Secretary or Assistant Secretary)  
 \_\_\_\_\_  
 (Type or Print Name and Title)

\_\_\_\_\_  
 (Exact Name of Corporation)  
 by \_\_\_\_\_  
 (Signature of President or Vice President)  
 \_\_\_\_\_  
 (Type or Print Name and Title)

C-195.4

( T.T.L. - 781 )

TRADEMARK  
 REEL: 1756 FRAME: 0797

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made and entered into this 3rd day of July 1996 by and between Restauranic, Inc., an Illinois corporation (the "Surviving Corporation") and Restauranic Acquisition Corp., an Illinois corporation (the "Merged Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations").

### W I T N E S E T H:

**WHEREAS**, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure; and

**WHEREAS**, the Board of Directors of each Constituent Corporation deems it advisable that the Surviving Corporation be merged with and into the Merged Corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of The (Illinois) Business Corporation Act of 1983, as amended (the "Act").

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth and for the purpose of fixing and declaring the terms and conditions upon which the Constituent Corporations are to be merged, and such other details or provisions as are deemed necessary or desirable, the Constituent Corporations, by their Boards of Directors, hereby agree as follows:

### ARTICLE I

#### CONSTITUTION OF MERGER

The Surviving Corporation shall be merged with the Merged Corporation, in accordance with the provisions of the Act.

## ARTICLE II

### CORPORATE NAME

The name of the Surviving Corporation shall be Restauranic, Inc.

## ARTICLE III

### EFFECT OF MERGER

Upon the merger becoming effective:

- (1) the Constituent Corporations shall be a single corporation;
- (2) the separate corporate existence of the Merged Corporation shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger into another corporation;
- (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer;
- (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them;
- (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; and
- (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

## ARTICLE IV

### MANNER AND BASIS OF CONVERTING SHARES

Upon effectiveness of the merger, each issued and outstanding share of the Merged Corporation shall be exchanged for two shares of the Surviving Corporation's common stock.

## ARTICLE V

### ARTICLES AND BYLAWS

The Articles of Incorporation of the Surviving Corporation, existing on the effective date of the merger shall continue in full force as the Articles of Incorporation of the Surviving Corporation until they are duly altered, amended or repealed. The bylaws of the Surviving Corporation existing on the effective date of the merger shall continue in full force as the bylaws of the Surviving Corporation until they are duly altered, amended or repealed.

## ARTICLE VI

### BASIS FOR TRANSFERRING ASSETS AND LIABILITIES

The assets and liabilities of the Merged Corporation, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

## ARTICLE VII

### DIRECTORS AND OFFICERS

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the time of effectiveness of the merger. Such individuals shall hold office in accordance with the bylaws of the Surviving Corporation.

## ARTICLE VIII

### EXPENSES OF MERGER

The Surviving Corporation shall pay all expenses of implementing this Plan and Agreement of Merger and accomplishing the Merger provided for herein.

## ARTICLE IX

### FURTHER ASSURANCES

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.



**ARTICLE X**

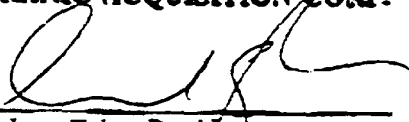
**EFFECTIVE DATE**

The effective date of the Merger shall be July 3, 1996.


**IN WITNESS WHEREOF**, the Surviving Corporation and the Merged Corporation have caused this Plan and Agreement of Merger to be signed by duly authorized officers as of the day and year first above written.

**RESTAURANIC ACQUISITION CORP.**

By:

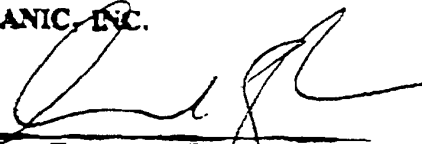
  
\_\_\_\_\_  
Andrew Zahn, President

**ATTEST:**

  
\_\_\_\_\_  
Andrew Zahn, Assistant Secretary

**RESTAURANIC, INC.**

By:

  
\_\_\_\_\_  
Andrew Zahn, Vice President

**ATTEST:**

  
\_\_\_\_\_  
Andrew Zahn, Assistant Secretary