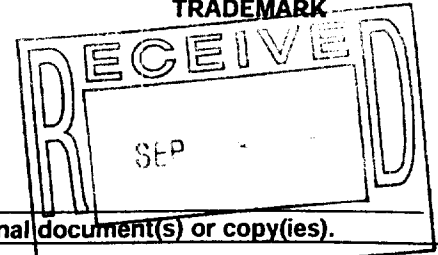


09-14-1998



100826251

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

9-8-98

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
6 5 98

Conveying Party

Mark if additional names of conveying parties attached

Name Pudgie's Acquisition Corp. Execution Date
Month Day Year
6 5 98

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Pudgie's Restaurant Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 5 Dakota Drive

Address (line 2) Suite 210

Address (line 3) Lake Success New York 11042
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

09/14/1998 TTON11 00000121 1415328

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 150.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 1785 FRAME: 0476

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Karl M. Zielaznicki

Name of Person Signing

Signature

8/31/98

Date Signed

State of New York }
Department of State } *ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUN 22 1998



A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PUDGIES ACQUISITION CORP.

F 9806130000000000

Under Section 805 of the Business Corporation Law


We, the undersigned, being respectively the President and Secretary of Pudgies Acquisition Corp. do hereby certify:

- 1. The name of the Corporation is: Pudgies Acquisition Corp.
- 2. The Certificate of Incorporation was filed with the Department of State on the ¹⁸th day of May, 1998.
- 3. Paragraph FIRST of the Certificate of Incorporation is hereby replaced in its entirety in order to effectuate a change in the Corporation's name with a new paragraph FIRST, as follows:

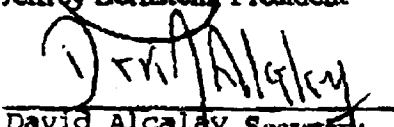
"FIRST: The name of the Corporation is Pudgie's Restaurant Corporation"

4. This Amendment to the Certificate of Incorporation was authorized by the Unanimous Written Consent of the Board of Directors followed by the Unanimous Written Consent of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment as of this 10 day of June, 1998, and hereby affirm the truth of the statements contained herein under the penalties of perjury.



 Jeffrey Bernstein, President



 David Alcalay, Secretary

980618000008

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION

OF

PUDGIES ACQUISITION CORP.

(Under Section 805 of the Business Corporation Law)

JUN 15 7 59 AM '98

JUN 16 1 00 PM '98

RECEIVED

**FILER: BRIDGE SERVICE CORP.
5 BEEKMAN STREET SUITE 925
NEW YORK, NY 10038**

BILLED ACD#76

JUN 17 1 20 PM '98

RECEIVED

**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED JUN 18 1998

TAXS _____

BY: _____

2 *ds*

980618000008

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