

12-16-1998

TRANSMITTAL OF DOCUMENTS
TRADE

Atty. Docket: 2125.T3

To the Honorable Commissioner of Patents and Trademarks



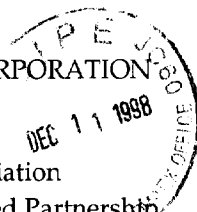
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Documents or copy thereof.

MPO 12-11-98

1. Name of conveying party(ies):

SWISS CHALET DEVELOPMENT CORPORATION



- Individual(s)
- General Partnership
- Corporation-of Delaware
- 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: March 29, 1998

2. Name and address of receiving party(ies):

Name: SWISS CHALET HOLDINGS INC.

Street Address: 6303 Airport Road

City: Mississauga State: Ontario ZIP: L4V 1R8

Country: CANADA

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached?

- Yes
- No

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

A. Trademark Application No.(s)

75-172,517 75-211,162
 75-179,359 75-211,163
 75-201,121

B. Trademark Registration No.(s)

1,053,109 1,740,354
 1,671,896 1,741,494
 1,677,977 2,066,122
 1,176,388

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza, 38th Floor
New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: TWELVE (12)

7. Total fee (37 CFR 3.41): \$315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number for any deficiency: 06-1205
(Attach duplicate copy of this page if paying by deposit account):

12/14/1998 DNGUYEN 00000274 1053109

FC:481
FC:482

40.00 DP
275.00 DP

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.

Warren E. Olsen (Reg. No. 27,290)
 Name of Person Signing

Signature

December 11, 1998
 Date

December 11, 1998

Total number of pages including cover sheet, attachments, and documents: 6

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SWISS CHALET DEVELOPMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SWISS CHALET HOLDINGS INC." UNDER THE NAME OF "SWISS CHALET HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998, AT 9:01 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0935229 8100M

981119678

AUTHENTICATION: 9009520

DATE: 04-02-98

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SWISS CHALET DEVELOPMENT CORPORATION

INTO

SWISS CHALET HOLDINGS INC.

Pursuant to Section 253
of the Delaware General Corporation Law

SWISS CHALET HOLDINGS INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware on April 7, 1982.

SECOND: The Corporation owns all of the outstanding shares of stock of Swiss Chalet Development Corporation, a corporation incorporated pursuant to the General Corporation Law of the State of Delaware on January 12, 1978.

THIRD: The Corporation, by resolution duly adopted by written consent of its Board of Directors on March 25, 1998 determined to merge Swiss Chalet Development Corporation into itself and to assume all of its obligations, said resolution being as follows:

RESOLVED, that the Board of Directors of the Corporation deems it advisable and in the best interest of the Corporation that the Corporation's wholly-owned subsidiary, Swiss Chalet Development Corporation, a Delaware corporation, be merged with and into the Corporation, with the Corporation being the surviving corporation in such merger; and further

RESOLVED, that the Plan of Merger attached as Exhibit A hereto is hereby approved and adopted; and further

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to take all such further action and to execute and deliver all such agreements, certificates, consents and other papers in the name and on behalf of the Corporation, to pay all such expenses and to make all such filings (including, without limitation of the foregoing, the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware) as in his judgment shall be necessary, proper or advisable in order to carry out the foregoing resolutions.

FOURTH: Annexed to this Certificate as Exhibit A is a true copy of the Plan of Merger adopted by the written consent of the Board of Directors of the Corporation on March 25, 1998 to which reference is made in the second of the foregoing resolutions.

FIFTH: The merger of Swiss Chalet Development Corporation into the Corporation shall be effective on March 29, 1998.

SIXTH: This merger may be terminated and abandoned by action of the Board of Directors of the Corporation at any time prior to the filing of this Certificate by the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its officer thereunto duly authorized this 25th day of March, 1998.

By: _____

Gabe Tsampallos
President

**PLAN OF MERGER
OF
SWISS CHALET DEVELOPMENT CORPORATION
INTO
SWISS CHALET HOLDINGS, INC.**

ARTICLE FIRST: As of the Effective Date (as defined in Article Fourth hereof) and upon the terms and conditions set forth in Article Third hereof, Swiss Chalet Development Corporation, a Delaware corporation incorporated on January 12, 1978 ("Devco"), shall be merged into Swiss Chalet Holdings Inc., a Delaware corporation incorporated on April 7, 1982 ("Holdings"). Holdings shall be the surviving corporation in such merger (the "Surviving Corporation").

ARTICLE SECOND: The designation and number of outstanding shares of Devco (the "Shares") and the number of such Shares owned by Holdings are as follows:

<u>Description of Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Holdings</u>	<u>Percentage</u>
Common Stock, par value \$1.00 per Share	16,000	16,000	100%

ARTICLE THIRD: The terms and conditions of the merger are as follows:

A. **Share Cancellation.** On the Effective Date each authorized and outstanding Share shall be automatically cancelled and the certificates for such Shares shall be surrendered and cancelled.

B. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and By-Laws of Holdings shall continue as the Certificate of Incorporation and By-Laws of the Surviving Corporation.

C. Shares of Survivor. Each share of the common stock of Holdings outstanding on the Effective Date shall thereupon, without further action, become one share of common stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

D. Assets; Liabilities. Upon the Effective Date all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of Devco and Holdings shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed, and every interest of Devco and Holdings shall be as effectively the property of the Surviving Corporation as they were of Devco and Holdings respectively. The Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations.

E. Abandonment. Notwithstanding approval and adoption of this Plan of Merger by the Directors of Holdings, this Plan of Merger may be abandoned and the merger of Devco into Holdings terminated at any time prior to the Effective Date by decision of the Directors of Holdings.

ARTICLE FOURTH: The merger of Devco into Holdings shall be effective on March 29, 1998 (the "Effective Date").