

02-02-1999

DEPARTMENT OF COMMERCE
Trademark Office



A0280.170177

100954545

1 copy thereof

To the Assistant Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):

DF&R Restaurants, Inc.

- Individual(s)
- General Partnership
- Corporation-State - Texas
- Other
- Association
- Limited Partnership

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

1-28-99

3. Nature of conveyance:

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

January 3, 1999

Execution Date:

2. Name and address of receiving party(ies)

Name: Don Pablo's Holding Corp.

Street Address: Hancock at Washington

City: Madison State: GA 30650

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
see attached Exhibit A

B. Trademark Registration No.(s)

See attached Exhibit A

Additional numbers attached? Yes No

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

Name: Joan L. Dillon

Internal Address: Kilpatrick Stockton LLP
Suite 2800

Street Address: 1100 Peachtree Street

City Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved 8

7. Total fee (37 CFR 3.41) \$ 215.00

X Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number

11-0860

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.

Joan L. Dillon

Name of Person Signing

Signature

Date

02/21/99

Total number of pages including cover sheet, attachments, and document: 13

02/01/1999 SBURNS 00000102 1530232

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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EXHIBIT A

FEDERAL REGISTRATIONS

	Trademark	Registration Number	Registration Date
1.	DON PABLO'S	1530232	March 14, 1989
2.	MAMA'S SKINNY	2167188	June 23, 1998
3.	PRAIRIE FIRE	2147501	March 31, 1998
4.	THE REAL ENCHILADA	1863776	November 22, 1998
5.	THE REAL ENCHILADA	1864093	November 22, 1998

PENDING FEDERAL APPLICATIONS

	Trademark	Application Number	Filing Date
1.	CHILI MACHO	74/731943	September 6, 1995
2.	DON PABLO'S	74/705944	July 25, 1995
3.	THE REAL MARGARITA	75/452406	March 18, 1998

PENDING CANADIAN APPLICATIONS

	Trademark	Application Number	Filing Date
1.	DON PABLO'S	853482	August 14, 1997
2.	THE REAL ENCHILADA	853481	August 14, 1997

TEXAS REGISTRATIONS

	Trademark	Application Number	Filing Date
1.	DON PABLO'S	48,792	October 17, 1988
2.	LA PLAZA DE JULIO	48,793	October 17, 1988

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"DF&R RESTAURANTS, INC.", A TEXAS CORPORATION,
WITH AND INTO "DON PABLO'S HOLDING CORP." UNDER THE NAME OF "DON PABLO'S HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF JANUARY, A.D. 1999.

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

2962629 8100M

981495894

AUTHENTICATION: 9481207

DATE: 12-22-98

TRADEMARK
REEL: 1846 FRAME: 0417

CERTIFICATE OF MERGER
OF
DF&R RESTAURANTS, INC.
(a Texas corporation)
INTO
DON PABLO'S HOLDING CORP.
(a Delaware corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) DON PABLO'S HOLDING CORP., which is a business corporation of the State of Delaware; and

(ii) DF&R RESTAURANTS, INC., which is a business corporation of the State of Texas.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by DF&R Restaurants, Inc. in accordance with the laws of the State of Texas and by Don Pablo's Holding Corp. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Don Pablo's Holding Corp., which will continue its existence as said surviving corporation under its present name.

4. The laws of the jurisdiction of organization of DF&R Restaurants, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

5. The Certificate of Incorporation of Don Pablo's Holding Corp., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving

ATTEST:

corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

6. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o Avado Brands, Inc.
Hancock at Washington
Madison, Georgia 30650

7. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

8. The authorized capital stock of DF&R Restaurants, Inc. consists of 30,000,000 shares of Common Stock of a par value of \$0.01 each, and 1,000,000 shares of Preferred Stock of a par value of \$0.01 each.

9. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 11:59 p.m. on January 3, 1999.

Executed on December 1, 1998

DF&R RESTAURANTS, INC.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President

DON PABLO'S HOLDING CORP.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

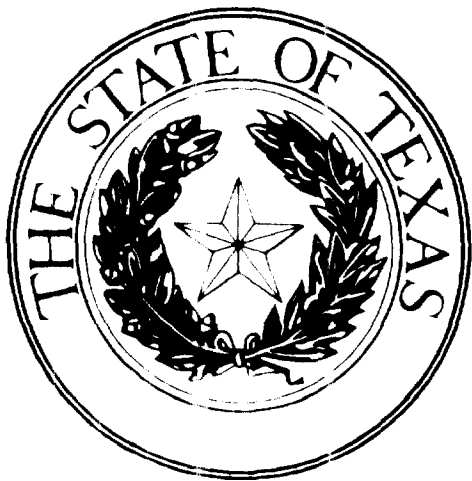
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

DF&R RESTAURANTS, INC.
a Texas corporation
with
DON PABLO'S HOLDING CORP.
a Delaware no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed December 22, 1998

Effective January 3, 1999 11:59 p.m.



Alberto R. Gonzales
Secretary of State

TRADEMARK
REEL: 1846 FRAME: 0420

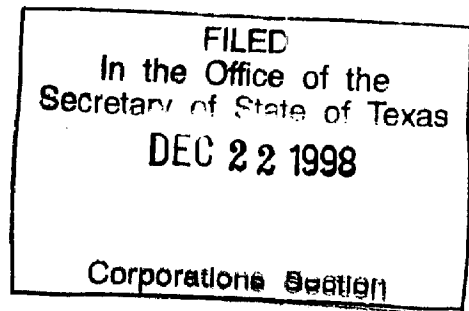
ARTICLES OF MERGER

OF

DF&R RESTAURANTS, INC.
(a Texas corporation)

AND

DON PABLO'S HOLDING CORP.
(a Delaware corporation)



To the Secretary of State
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following Articles of Merger for the purpose of merging the domestic corporation with and into the foreign corporation.

1. The names of the constituent corporations are DF&R RESTAURANTS, INC., which is a business corporation organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act, and DON PABLO'S HOLDING CORP., which is a business corporation organized under the laws of the State of Delaware.

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging DF&R Restaurants, Inc. with and into Don Pablo's Holding Corp. as approved by the directors and the shareholders of the said constituent corporations.

3. The number of shares of DF&R Restaurants, Inc. which were outstanding at the time of the approval of the Agreement and Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is 1,000 shares of Common Stock, \$0.01 par value per share, all of which are of one class. The number of shares of Don Pablo's Holding Corp. which were outstanding at the time of the approval of the Agreement and Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is 100 shares of Common Stock, \$0.01 par value per share, all of which are of one class.

4. The approval of the Agreement and Plan of Merger by the shareholders of DF&R Restaurants, Inc. was by unanimous written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given. The approval of the Agreement and Plan of Merger by the shareholders of Don Pablo's Holding Corp. was by unanimous written consent, which has been given in accordance with the provisions of the laws of the state of Delaware.

5. The approval of the Agreement and Plan of Merger and performance of its terms was duly authorized by all action required by the laws under which Don Pablo's Holding Corp. was incorporated and by its constituent documents.

6. Don Pablo's Holding Corp. will continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws.

7. The merger herein provided for shall be effective in the State of Texas at 11:59 p.m. on January 3, 1999.

Executed on December 1, 1998

DF&R RESTAURANTS, INC.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President

DON PABLO'S HOLDING CORP.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President

AGREEMENT AND PLAN OF MERGER

OF

DF&R RESTAURANTS, INC.
(a Texas corporation)

INTO

DON PABLO'S HOLDING CORP.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER entered into on December 1, 1998 by DF&R RESTAURANTS, INC., a business corporation of the State of Texas, and approved by its Board of Directors on said date, and entered into on December 1, 1998 by DON PABLO'S HOLDING CORP., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, DF&R Restaurants, Inc. is a business corporation of the State of Texas with its registered office therein located at c/o Corporation Service Company, d/b/a CSC-Lawyers Incorporating Service Company, 800 Brazos, City of Austin, County of Travis; and

WHEREAS, Don Pablo's Holding Corp. is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which DF&R Restaurants, Inc. has authority to issue is 31,000,000, of which 30,000,000 are Common Stock and of a par value of \$0.01 each and 1,000,000 shares of Preferred Stock of a par value of \$0.01 each. The total number of shares of stock which Don Pablo's Holding Corp. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Texas Business Corporation Act permits a merger of a business corporation of the State of Texas with an into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, DF&R Restaurants, Inc. and Don Pablo's Holding Corp. and the respective Board of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge DF&R Restaurants, Inc. with and into Don Pablo's Holding Corp. pursuant to the provisions of the Texas Business

Corporation Act and pursuant to the provisions of the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by DF&R Restaurants, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Don Pablo's Holding Corp. and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. DF&R Restaurants, Inc. and Don Pablo's Holding Corp shall pursuant to the provisions of the Texas Business Corporation Act and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, Don Pablo's Holding Corp., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of DF&R Restaurants, Inc., which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the Texas Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled and retired. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the terminating corporation for its approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act and to the sole

stockholder of the surviving corporation for its approval or rejection in the manner prescribed by the Delaware General Corporation Law.

7. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Texas Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Texas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Texas and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:59 p.m., on January 3, 1999.

Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Texas

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 1, 1998

DON PABLO'S HOLDING CORP.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President

DF&R RESTAURANTS, INC.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President