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02-09-1999



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

by Docket No. A0282.171483

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Apple South, Inc.

- Individuals(s)
- General Partnership
- Corporation-State - Georgia
- Other _____

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Avado Brands, Inc.

Internal Address:

Street Address: Hancock at Washington

City: Madison State: Georgia Zip: 30650

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

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

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

3. Nature of conveyance:

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

Execution Date: October 7, 1998

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 St.

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 12

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

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

02/08/1999 DNGUYEN 00000155 2112467

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01 FC:461 40.00 OP
02 FC:482 275.00 OP

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

25, 1999
Date

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

EXHIBIT A

U.S. REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
WAIT'LL YOU SEE WHAT'S BREWING ON THE GRILL	2,112,467
CANYON CAFE	2,003,434
CLEARWATER LIGHT	2,097,427
HAMMERHEAD RED	2,139,980
HOP E. HARE (Stylized)	2,031,203
HOPS GRILL & BAR MICROBREWERY & Design	1,942,248
HOPS!	1,712,533
LIGHTNING BOLD GOLD	2,091,183

U.S. PENDING APPLICATIONS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>
AVADO	75/424,103
AVADO and Design	75/553,541
DESERT FIRE	75/438,406
THE SHORTEST DISTANCE BETWEEN VISION AND REALITY	75/457,335

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982820035
CONTROL NUMBER: 8704645
EFFECTIVE DATE: 10/13/1998
REFERENCE : 0045
PRINT DATE : 10/09/1998
FORM NUMBER : 614

KILPATRICK STOCKTON LLP
TAMMY D. THOMAS
1100 PEACHTREE ST, STE 2800
ATLANTA, GA 30309

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

APPLE SOUTH, INC.
A DOMESTIC PROFIT CORPORATION

have been duly restated and amended and the corporate name changed to

AVADO BRANDS, INC.

by the filing of articles of restatement in the office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK
REEL: 1850 FRAME: 0391

**ARTICLES OF RESTATEMENT
OF
APPLE SOUTH, INC.**

1. The name of the Corporation is Apple South, Inc. (the "Corporation").
2. The Articles of Incorporation of the Corporation have been amended and restated as set forth in text of the Restated Articles of Incorporation annexed hereto (the "Restated Articles of Incorporation") and made a part hereof.
3. The Restated Articles of Incorporation contain an amendment to Article I which changes the Corporation's name to:

Avado Brands, Inc.

4. The Restated Articles of Incorporation do not contain an amendment to the Corporation's Articles of Incorporation requiring shareholder approval.
5. The Board of Directors of the Corporation have adopted the Restated Articles of Incorporation.
6. The effective time and date of these Articles of Restatement are:

12:01 a.m. on October 13, 1998

7. Pursuant to O.C.G.A. Section 14-2-1006.1, the Corporation has complied with all requirements for publication of a notice of change of corporate name and payment therefor has been made.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Restatement to be executed by its duly authorized officer as of October 13, 1998.

APPLE SOUTH, INC.

By:


John G. McLeod, Jr., Secretary

**RESTATED ARTICLES OF INCORPORATION
OF
AVADO BRANDS, INC.**

**ARTICLE ONE
NAME**

The name of the corporation is Avado Brands, Inc.

**ARTICLE TWO
CAPITALIZATION**

The corporation shall have the authority, exercisable by its Board of Directors, to issue up to 75,000,000 shares of voting common stock, \$.01 par value per share (the "Common Stock"), and 10,000,000 shares of a special class of stock, \$.01 par value per share (the "Special Stock"), any part or all of which shares of Special Stock may be established and designated from time to time by the Board of Directors, in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. The holders of the outstanding shares of a class of stock shall not be entitled to vote as a separate class upon a proposed amendment to these Articles of Incorporation that is solely for the reason of increasing or decreasing the aggregate number of authorized shares of such class, and the number of such shares may be increased or decreased without such a vote, subject to such vote as shall otherwise be required by applicable law for the amendment of these Articles of Incorporation.

**ARTICLE THREE
LIMITATION ON DIRECTOR LIABILITY**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except that such liability shall not be eliminated for:

- (i) any appropriation, in violation of a director's duties, of any business opportunity of the corporation;
- (ii) acts or omissions that involve intentional misconduct or a knowing violation of law;
- (iii) liability under Section 14-2-832 (or any successor provision or redesignation thereof) of the Georgia Business Corporation Code; and
- (iv) any transaction from which the director received an improper personal benefit.

If at any time the Georgia Business Corporation Code (the "Code") shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the corporation shall be eliminated or limited to the fullest extent permitted by the Code, as so amended, without further action by the shareholders, unless the provisions of the Code, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article Four shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

ARTICLE FOUR
PREEMPTIVE RIGHTS

The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued or treasury shares.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be executed by its duly authorized officer.

APPLE SOUTH, INC.

By: _____

John G. McLeod, Jr., Secretary

SECRETARY OF STATE
OCT 9 8 45 AM '98
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