

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION
FEB 8 TRADE

02-11-1999

S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings



100964184

To the Honorable Commissioner of Patents and Trademark

Documents or copy thereof.

1. Name of conveying party(ies):

Bravo Cucina, Inc.
3000 Hayden Road
Columbus, Ohio 43235

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

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

3. Nature of conveyance:

2-8-99

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

Execution Date: Merged out of Existence and Changed Name to Bravo Development, Inc. on December 27, 1998

2. Name and address of receiving party(ies)

Name: Bravo Development, Inc.

Internal Address: 4644 Kenny Road

Street Address: Same

City: Columbus State: Ohio ZIP: 43220

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

74/665,497

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Timothy P. Fraelich, Esq.

Internal Address: Jones, Day, Reavis & Pogue

Street Address: North Point

901 Lakeside Avenue

City: Cleveland State: Ohio ZIP: 44114

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

overpayment or underpayment

8. Deposit account number:

10-1202

(Attach duplicate copy of this page if paying by deposit account)

40E

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.

Timothy P. Fraelich, Esq.

Name of Person Signing

Timothy P. Fraelich
Signature

2-3-99
Date

Total number of pages including cover sheet, attachments, and document: 1

DATE 1/13/1999 TRANSACTION NO. 199835803924 TRANSACTION DESCRIPTION Merged Out of Existence (MEX)

Mail To:

CSC, THE UNITED STATES CORP.COM
ATTN L K VAIDO
16 E BROAD ST STE 610
COLUMBUS, OH 43215-0000

cut along dotted line



The State of Ohio

Certificate

Secretary of State - J. Kenneth Blackwell

819997

It is hereby certified that the Secretary of State of Ohio has custody of the business records for BRAVO CUCINA, INC. and that said business records show the recording of:

MERGED OUT OF EXISTENCE

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 27th day of
December, A.D. 1998



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

Approved _____
 Date _____
 Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned, corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Bravo Cucina of Dayton, Inc.

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. **Name change:** As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger

(complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and **NOT** licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and **NOT** registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____

RECEIVED

DEC 23 1998

**BOB TAFT
 SECRETARY OF STATE**

**TRADEMARK
 REEL: 1853 FRAME: 0245**

- () Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- () Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and **NOT** registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/	Country of Organization	Type of Entity
<u>Bravo Cucina, Inc.</u>	<u>Ohio</u>	<u>Ohio</u>	<u>Corporation</u>
<u>Bravo Development, Inc.</u>	<u>Ohio</u>	<u>Ohio</u>	<u>Corporation</u>
<u>Bravo Cucina of Indianapolis,</u>	<u>Inc.</u>	<u>Indiana</u>	<u>Corporation</u>
_____	_____	_____	_____
_____	_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Alton F. Doody III</u>	<u>4644 Kenny Road</u> (street and number)
	<u>Columbus, Ohio 43220</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On Dec. 27, 1998, 11:52 pm *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

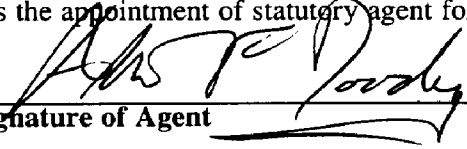
The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>Alton F. Doody III</u>	<u>4644 Kenny Road</u> <small>(complete street address)</small>
	<u>Columbus, Ohio 43220</u> <small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



 Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. Amendments

The articles of incorporation, ~~_____ of limited partnership~~ (strike the inapplicable term) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____

- b. The name under which the limited liability company desires to transact business in Ohio is _____

- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

a. The name of limited partnership is _____

b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country
of organization is _____

d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL
partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

*(If insufficient space to cover this item, please attach a separate
sheet listing the general partners and their respective addresses)*

f. The address of the office where a list of the names and business or
residence addresses of the limited partners and their respective capital
contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said
records until the registration of the limited partnership in Ohio is
cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Bravo Cucina of Dayton, Inc.
exact name of entity
By: Al P Dody
Its: Chairman
Date: 12/18/98

Bravo Cucina, Inc.
exact name of entity
By: Al P Dody
Its: Chairman
Date: 12/18/98

Bravo Development, Inc.
exact name of entity
By: Al P Dody
Its: Chairman
Date: 12/18/98

Bravo Cucina of Indianapolis, Inc.
exact name of entity
By: Al P Dody
Its: Chairman
Date: 12/18/98

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)

CERTIFICATE OF MERGER INSTRUCTIONS

1. The filer may only engage in a merger if one or more of the following apply (Domestic= Ohio formed entity; Foreign= Non-Ohio formed entity):
 - a. If one or more domestic or foreign corporations is/are merging into a domestic surviving corporation, then the applicable provision is **Section 1701.78**.
 - b. If a domestic corporation, and, if so provided, one or more additional domestic or foreign corporations is/are merging into a foreign surviving corporation, then the applicable provision is **Section 1701.79**
 - c. If one or more domestic or foreign entities is/are merging into a domestic surviving corporation, then the applicable provision is **Section 1701.781**.
 - d. If a domestic corporation, and, if so provided, one or more additional domestic or foreign entities is/are merging into a surviving limited liability company or surviving limited partnership, or a foreign corporation, then the applicable provision is **Section 1701.791**.
 - e. If one or more subsidiary corporations (domestic or foreign) is/are merging into a surviving parent corporation (domestic or foreign), then the applicable provision is **Section 1701.80**.
 - f. If one or more corporations (domestic or foreign) is/are to be merged into a domestic surviving corporation which is a subsidiary of one of the merging corporations, then the applicable provision is **Section 1701.801**.
 - g. If a domestic limited liability company, and if so provided, one or more additional domestic or foreign entities is/are merging into a surviving domestic limited liability company, then the applicable provision is **Section 1705.36**.
 - h. If a domestic limited liability company and one or more additional domestic or foreign entities are merging into a surviving corporation, or a surviving limited partnership, surviving foreign corporation, then the applicable provision is **Section 1705.37**.
 - i. If a domestic limited partnership and one or more additional domestic limited partnerships or other domestic or foreign entities are merging into a surviving domestic limited partnership, then the applicable provision is **Section 1782.431**.
 - j. If a domestic limited partnership and one or more additional domestic or foreign entities are merged into a surviving corporation or limited liability company, or foreign limited partnership, then the applicable provision is **Section 1782.432**.

2. The entity SURVIVING the merger must be fully identified in item I(A)(B) and (C). If the surviving entity is an Ohio limited partnership, or a foreign limited partnership registered to do business in Ohio, then the Secretary of State assigned registration number must be included on line I(A). If a surviving domestic limited partnership has not filed a certificate of limited partnership pursuant to Ohio Revised Code Section 1782.63(A)(1), a copy of its certificate of limited partnership must be attached to the merger certificate. Item I(B) should only be completed if the name of the surviving entity changes as a result of the merger. Please note that the name must be available for registration if the surviving entity is a corporation or limited liability company.

3. The MERGING ("disappearing") entities must be fully identified in item II. If a merging entity is an Ohio registered, or foreign limited partnership registered to do business in Ohio, then the registration number must be included on the corresponding line in item II.
4. If the surviving entity is a foreign entity which is **NOT LICENSED, REGISTERED, OR OTHERWISE QUALIFIED TO CONDUCT BUSINESS IN OHIO**, item VI **MUST** be completed. If the statutory agent for an Ohio entity, or a licensed/registered foreign entity has changed as a result of the merger, item VI may be completed in lieu of filing a separate subsequent appointment of agent. The acceptance of agent must be completed by domestic surviving entities if the agent is changed through the filing of the certificate of merger.
5. Any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership **MUST** be attached if the surviving entity is a **DOMESTIC** corporation, limited liability company or limited partnership.
6. If the surviving entity is a foreign corporation, limited liability company or limited partnership, which desires to license or registered to transact business in Ohio, item IX(A) must be completed. If the surviving foreign entity is a limited liability company or limited partnership desiring to register to transact business, then item IX(B)(1) or (2) must be completed.
7. **Signatures** - The certificate of merger must be signed by the chairman of the board, the president, or vice president, secretary or an assistant secretary of **each corporation** involved in the merger, and by at least one general partner on behalf of **each limited partnership** involved in the merger, and by a manager of **each limited liability company** involved in the merger if management is not reserved to its members, or if management is reserved to its members, by at least one member of each such limited liability company involved in the merger.
8. The filing fee for the certificate of merger is \$50.00, **HOWEVER**,
If the articles of incorporation are amended through the merger to reflect a share increase, the filing fee shall be \$50.00 plus the amount due for the increase in shares in accordance with the schedule set forth in Ohio Revised Code Section 111.16. less a credit for existing authorized and cancelled shares;
If the surviving entity is a foreign corporation licensing through the merger certificate, then the filing fee is \$100.00;
If the surviving entity is a foreign limited liability company or foreign limited partnership registering to business in Ohio through the merger, the filing fee is \$85.00.

PLEASE NOTE: The **agreement of merger** is no longer a part of the merger filing with the Secretary of State. The Secretary of State is not obligated to file an agreement of merger as part of the public record. Merger agreements which are submitted with the merger certificate filing will be returned un-filed.



Prescribed by
 BOB TAFT, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418

Charter No.	_____
Approved	_____
Date	_____
Fee	_____

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF

BRAVO CUCINA OF DAYTON, INC.

(Name of Corporation)

Alton F. Doody, III

, who is:

Chairman of the Board President Vice President (Please check one.)

and Raymond J. Durn

, who is:

Secretary Assistant Secretary (Please check one.)

of the above named Ohio corporation organized for profit does hereby certify that: (Please check the appropriate box and complete the appropriate statements.)

a meeting of the shareholders was duly called for the purpose of adopting this amendment and held on _____, 19____ at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise _____ % of the voting power of the corporation.

in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

See attached Exhibit A.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this
 18th _____ day of _____, 19⁹⁸.

By Alton F. Doody
 (Chairman, ~~President~~, ~~Vice President~~)

By Raymond J. Durn
 Asst. (Secretary, ~~Assistant Secretary~~)

NOTE: OHIO LAW DOES NOT PERMIT ONE OFFICER TO SIGN IN TWO CAPACITIES. TWO SEPARATE SIGNATURES ARE REQUIRED, EVEN IF THIS NECESSITATES THE ELECTION OF A SECOND OFFICER BEFORE THE FILING CAN BE MADE.

Unanimous Written Action of Shareholders of the Surviving Entity

The undersigned, being all of the Shareholders of the Company, hereby adopt, by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of shareholders.

WHEREAS the Shareholders wish to amend the Articles of Incorporation of the Company and to change its name;

NOW, THEREFORE, BE IT RESOLVED, that the name of the Company shall be changed to "Bravo Development, Inc."; and

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation of the Company shall be amended as follows to reflect the Company's new name:

Article FIRST is deleted in its entirety and replaced with:

"FIRST: The name of the Corporation shall be
Bravo Development, Inc."

and that such amendment is hereby adopted and approved; and

FURTHER RESOLVED, that a Certificate of Amendment reflecting the foregoing amendment shall be filed by the Company with the Secretary of State of the State of Ohio.