

03-17-1999

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Docket No.:

2023301-0006

Tab settings



To the Honorable Commissioner of Pat

100984798

attached original documents or copy thereof.

1. Name of conveying party(ies):

Fresh Foods Acquisition, LLC

OPR/FINANCE

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

Name: Claremont Restaurant Group, LLC

Internal Address: _____

Street Address: 3437 East Main Street

City: Claremont State: NC ZIP: 28610

- Individual(s)
- General Partnership
- Corporation-State
- Other Georgia Limited Liability Company

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other North Carolina Limited Liability Company

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

3. Nature of conveyance:

3-11-99

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

Execution Date: September 5, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,743,755

Additional numbers Yes No

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

Name: Anjanette Plichta Stinson

Internal Address: McGuire, Woods, Battle & Boothe LLP

Street Address: 901 East Cary Street

City: Richmond State: VA ZIP: 23219

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

8. Deposit account number:

13-0437

40E

03/15/1999 JSHABAZZ 00000186 1743755

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40.00 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.

Anjanette Plichta Stinson

Name of Person Signing

Anjanette Plichta Stinson

Signature

March 9, 1999

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 1868 FRAME: 0492

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

FRESH FOODS ACQUISITION, LLC INTO CLAREMONT RESTAURANT GROUP, LLC

the original of which was filed in this office on the 31st day of August, 1998.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 31st day of August, 1998.



Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 1868 FRAME: 0493

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ARTICLES OF MERGER

of

FRESH FOODS ACQUISITION, LLC

into

CLAREMONT RESTAURANT GROUP, LLC

C-0444682

FILED

9:24Am

AUG 31 1998

EFFECTIVE Sep 5, 1998 11:59 P.

ELAINE F MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Claremont Restaurant Group, LLC, a North Carolina limited liability company (the "Surviving Company"), hereby submits these Articles of Merger for the purpose of merging Fresh Foods Acquisition, LLC, a Georgia limited liability company (the "Merging Company"), into the Surviving Company:

I. The following Plan of Merger has been duly authorized and approved by the Surviving Company in accordance with Section 57C-9-03 of the North Carolina Limited Liability Company Act and has been duly authorized and approved by the Merging Company in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act, all in the manner prescribed by law:

AGREEMENT AND PLAN OF MERGER
of
FRESH FOODS ACQUISITION, LLC
and
CLAREMONT RESTAURANT GROUP, LLC

August 27, 1998

A. *Entities Party to the Merger.*

Fresh Foods Acquisition, LLC, a Georgia limited liability company (the "Merging Company") will merge with and into Claremont Restaurant Group, LLC, a North Carolina limited liability company, which will be the surviving limited liability company (the "Surviving Company").

B. *Name of Surviving Company.*

After the merger contemplated by this Agreement and Plan of Merger (the "Plan of Merger"), the Surviving Company will continue to have the name "Claremont Restaurant Group, LLC."

C. *Merger.*

The merger of the Merging Company into the Surviving Company will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the

merger's becoming effective, the limited liability company existence of the Merging Company will cease, and the limited liability company existence of the Surviving Company will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. *Conversion and Exchange of Membership Interests.*

At the Effective Time, the outstanding membership interest of the sole member of the Merged Company and the outstanding membership interest of the sole member of the Surviving Company will be converted and exchanged as follows:

1. Surviving Company. The outstanding membership interest of the sole member of the Surviving Company will not be converted, exchanged, or altered in any manner as a result of the merger and will remain a 100% membership interest in the Surviving Company.

2. Merging Company. The outstanding membership interest held by the sole member of the Merging Company will be automatically cancelled without any further act on the part of the Merging Company or the sole member of the Merging Company; inasmuch as Fresh Foods, Inc., a North Carolina corporation ("Fresh Foods") is the sole member and manager of the Merging Company and is also the sole member and manager of the Surviving Company, no additional membership interest will be issued to Fresh Foods upon cancellation of the outstanding membership interest in the Merging Company.

E. *Amendments to Articles of Organization.*

The Articles of Organization of the Surviving Company shall not be hereby amended.

F. *Shareholder Approval and Abandonment.*

This Plan of Merger has been duly approved by Fresh Foods as the sole member and manager of the Merging Company and as sole member and manager of the Surviving Company. At any time prior to the Effective Time, Fresh Foods may, in its discretion, abandon the merger.

G. *Effective Time and Filing of Articles of Merger.*

The merger of the Merging Company with and into the Surviving Company will become effective at 11:59 p.m. on Saturday, September 5, 1998 (the "Effective Time"). As soon as practicable after the date hereof, the Surviving Company shall deliver to the Secretary of State of Georgia and North Carolina for filing articles of merger meeting the requirements of applicable law and in accordance with the terms hereof.

II. The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, located at 3437 East Main Street, Claremont, North Carolina 28610. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any member or stockholder of any constituent entity.

III. The Plan of Merger has been duly authorized and approved by the unanimous consent of the sole member of the Surviving Company in accordance with Section 57C-9-03 of the North Carolina Limited Liability Company Act and has been duly authorized and approved by the unanimous consent of the sole member of the Merging Company in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act.

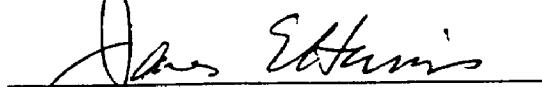
IV. No changes to the articles of organization of the Surviving Company are desired to be effected hereby.

V. The Secretary of State of the State of Georgia is hereby appointed as agent of the Surviving Company on whom process in the State of Georgia in any action, suit, or proceeding for the enforcement of an obligation of each limited liability company constituent to the merger may be served. Such process shall be mailed to 3437 East Main Street, Claremont, North Carolina 28610 by the Secretary of State of Georgia.

VI. Notwithstanding that these Articles of Merger may be filed prior to such date, the effective date and time of these Articles of Merger shall be 11:59 p.m. on Saturday, September 5, 1998.

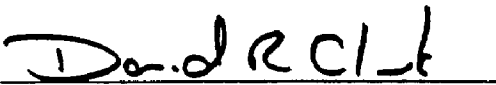
This the 27th day of August, 1998.

ATTEST:



Secretary

CLAREMONT RESTAURANT GROUP, LLC

By: **Fresh Foods, Inc.**
Sole Member and Manager

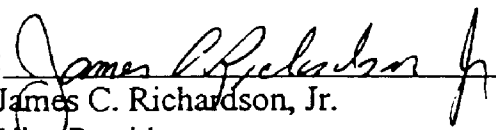
By: 
David C. Clark
President

ATTEST:


Secretary

FRESH FOODS ACQUISITION, LLC

By: **Fresh Foods, Inc.**
Sole Member and Manager

By: 
James C. Richardson, Jr.
Vice President