

03-17-1999

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

2023301-0006

FOR: (Rev OMB Copy TMOE



100986840

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

1. Name of conveying party(ies): Fresh Foods Acquisition, LLC  
 Fresh Foods Acquisition, LLC CORPORATION

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

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

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) 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

3. Nature of conveyance: 3-11-99

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: September 5, 1998

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

A. Trademark Application No. (s) \_\_\_\_\_

B. Trademark Registration No. (s)  
1,696,584 1,818,233 1,367,126

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:..... 3

7. Total fee (37 CFR 3.41):.....\$ \$90.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
13-0437

03/15/1999 JSHABAZZ 00000162 1696584

DO NOT USE THIS SPACE

90E

01 FC:481 40.00 OP  
02 FC:482 50.00 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 Anjanette Plichta Stinson March 9, 1999  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and



# 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 31<sup>st</sup> day of August, 1998.

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



*Elaine F. Marshall*

Secretary of State

TRADEMARK  
REEL: 1868 FRAME: 0877

982409195

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.

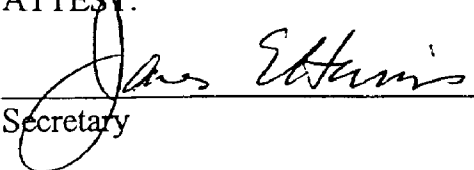
IV. No changes to the articles of organization of the Surviving Company are desired to be effected hereby.

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.

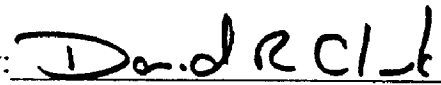
This the 27th day of August, 1998.

ATTEST:

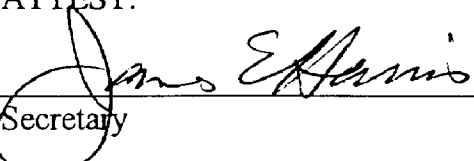
  
Secretary

**CLAREMONT RESTAURANT GROUP, LLC**

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

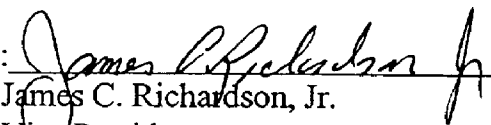
By:   
David C. Clark  
President

ATTEST:

  
Secretary

**FRESH FOODS ACQUISITION, LLC**

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

By:   
James C. Richardson, Jr.  
Vice President