

05-26-1999

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (a)



FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office MARKS ONLY

Tab settings

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

1. Name of conveying party(ies): Rally's Hamburgers, Inc. [Stamp: MAY 10 1999] [Association checked]

2. Name and address of receiving party(ies): Rally's Hamburgers, Inc. f/k/a Rally's, Inc. Internal Address: Street Address: 14255 49th Street North City: Clearwater State: FL ZIP: 33762

3. Nature of conveyance: 5.10.99 [Merger checked]

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 checked]

Execution Date: 8/27/93

4. Application number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,362,660; 1,577,966; 1,735,052; 1,795,371; 1,799,561; 1,829,728; 1,829,729; 1,838,887; 1,841,056; 1,903,963.

Additional numbers attached? [Yes checked]

5. Name and address of party to whom correspondence concerning document should be mailed: J. Todd Timmerman, Esquire, Shumaker, Loop & Kendrick, LLP, Internal Address: P.O. Box 172609, Tampa, FL 33672-0609, Street Address: 101 E. Kennedy Blvd., Suite 2800, City: Tampa State: FL ZIP: 33602

6. Total number of applications and registrations involved: 10 7. Total fee (37 CFR 3.41): \$ 265.00 [Enclosed checked] 8. Deposit account number:

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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.

J. Todd Timmerman Name of Person Signing

[Signature]

May 5, 1999 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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 OWNERSHIP, WHICH MERGES:

"RALLY'S HAMBURGERS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "RALLY'S, INC." UNDER THE NAME OF "RALLY'S HAMBURGERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1993, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 9531835

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TRADEMARK

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
RALLY'S HAMBURGERS, INC.
INTO
RALLY'S, INC.**

**(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)**

Rally's, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Rally's Hamburgers, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 6th day of August, 1993, determined to merge into itself Rally's Hamburgers, Inc. on the terms and conditions set forth in such resolutions:

RESOLVED, that, effective upon the filing of the Certificate of Ownership and Merger, Rally's, Inc. shall merge into itself its subsidiary, Rally's Hamburgers, Inc., and assume all of said subsidiary's obligations;

RESOLVED, that, pursuant to the aforesaid merger, the name of the Corporation shall be changed to "Rally's Hamburgers, Inc." by deleting the First Article of the Certificate of Incorporation of the Corporation and inserting in lieu thereof a new First Article to read as follows:

***1. The Corporation's name shall be Rally's Hamburgers, Inc."**

RESOLVED, that the President and Chief Operating Office, and the Senior Vice President, General Counsel and Secretary of the Corporation, be and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolution to merge Rally's Hamburgers, Inc. into the Corporation and to assume said subsidiary's obligations at the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, Delaware.

IN WITNESS WHEREOF, Rally's, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Wayne M. Albritton, its President and Chief Operating Officer, and C. William Klausman, its Senior Vice President, General Counsel and Secretary, this 6th day of August, 1993.

RALLY'S, INC.

By: Wayne M. Albritton
Wayne M. Albritton
President and Chief Operating
Officer

ATTEST:

C. William Klausman
C. William Klausman
Senior Vice President,
General Counsel and Secretary