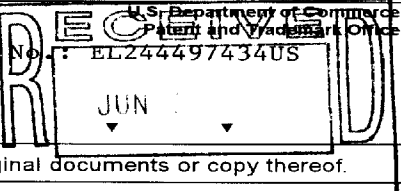


06-07-1999

REGISTRATION FORM COVER SHEET

Express Mail Label No.



REMARKS ONLY

Tab. ser. 101057888

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

MRD 6.2.99

1. Name of conveying Party(ies): St. Louis Sauce & Spice, Inc.

2. Name and address of receiving Party(ies)

Name: Super Smokers Bar-B-Que U.S.A., Inc.

Internal Address:

Street Address: 601 Stockell Drive

City: Eureka State: MO ZIP: 63025

- Individual(s), Association, General partnership, Limited Partnership, Corporation-State Missouri, Other

- Individual(s) Citizenship, Association, General Partnership, Limited Partnership, Corporation-State Missouri, Other

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

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

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

3. Nature of conveyance:

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

Execution Date: March 4, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No's

2153746

Additional numbers attached? Yes No

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

Name: David A. Roodman

Internal Address: BRYAN CAVE LLP

Street Address: 211 North Broadway, Suite 3600

City: St. Louis State: MO ZIP: 63102

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: 02-4467

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

9. State and signature DO NOT USE THIS SPACE

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.

David A. Roodman Name of Person Signing

Signature

June 2, 1999 Date

Total number of pages comprising this cover sheet 6

06/04/1999 DNGUYEN 00000329 2153746

Do not detach this portion

01 FC:481 Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet.

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
THE SUPER SMOKERS, INC. (An Illinois corp not qualified)
THE SUPER SMOKERS, INC. (#00412552)

INTO: ST. LOUIS SAUCE AND SPICE, INC. (#00451413)
Organized and Existing Under Law of Missouri, Illinois
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected with
ST. LOUIS SAUCE AND SPICE, INC. (#00451413)
as the surviving corporation.

The name subsequently changed to:
SUPER SMOKERS BAR-B-QUE U.S.A., INC.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
4th Day of March, 1999.



Rebecca McDowell Cook
Secretary of State

\$30.00

ARTICLES OF MERGER

FILED AND CERTIFICATE
ISSUED

MAR 4 1999

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations certify the following:

Rebecca McDowell Cook
SECRETARY OF STATE

- (1) That Super Smokers, Inc. of Illinois
- (2) That The Super Smokers, Inc. of Missouri
- (3) That St. Louis Sauce and Spice, Inc. of Missouri

are hereby merged and that the above named St. Louis Sauce and Spice, Inc. is the surviving corporation.

- (4) That the Board of Directors of Super Smokers, Inc. by unanimous consent dated December 31, 1998 approved and adopted the Plan of Merger set forth in these articles.
- (5) The Plan of Merger thereafter was approved and adopted by unanimous consent of the shareholders of Super Smokers, Inc. on December 31, 1998, 59,950 shares were entitled to vote and 59,950 voted in favor and 0 voted against said plan.
- (6) That the Board of Directors of The Super Smokers, Inc. by unanimous consent dated December 31, 1998 approved and adopted the Plan of Merger set forth in these articles.
- (7) The Plan of Merger thereafter was approved and adopted by unanimous consent of the shareholders of The Super Smokers, Inc. on December 31, 1998, 59,950 shares were entitled to vote and 59,950 voted in favor and 0 voted against said plan.
- (8) That the Board of Directors of St. Louis Sauce and Spice, Inc. by unanimous consent dated December 31, 1998 approved and adopted the Plan of Merger set forth in these articles.
- (9) The Plan of Merger thereafter was approved and adopted by unanimous consent of the shareholders of St. Louis Sauce and Spice, Inc. on December 31, 1998, 14,000 shares were entitled to vote and 14,000 voted in favor and 0 voted against said plan.

(10) PLAN OF MERGER

- 1. St. Louis Sauce and Spice, Inc. of Missouri is the survivor.
- 2. All of the property, rights, privileges, lease and patents of Super Smokers, Inc. and The Super Smokers, Inc. are to be transferred to and become the property of St. Louis Sauce and Spice, Inc., the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of St. Louis Sauce and Spice, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.
4. Each issued share of Super Smokers, Inc. and The Super Smokers, Inc. shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
5. The articles of incorporation of the survivor are amended as follows:

ARTICLE ONE

The name of the corporation (hereinafter referred to as "Corporation") is Super Smokers Bar-b-que U.S.A., Inc.

ARTICLE THREE

The aggregate number, class and par value of shares which the Corporation shall have authority to issue is one hundred thousand (200,000) shares of Common Stock all of which shall have a par value of One Cent (\$0.01) per share.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

[corporate seal] *None*

SUPER SMOKERS, INC.

By *Shannon Terry Black*
Shannon Terry Black, President

ATTEST:

By *Ronald E. Skinner*
Ronald E. Skinner, Secretary

[corporate seal] *None*

THE SUPER SMOKERS, INC.

By *Shannon Terry Black*
Shannon Terry Black, President

ATTEST:

By *Ronald E. Skinner*
Ronald E. Skinner, Secretary

[corporate seal] *None*

ST. LOUIS SAUCE AND SPICE, INC.

By *Shannon Terry Black*
Shannon Terry Black, President

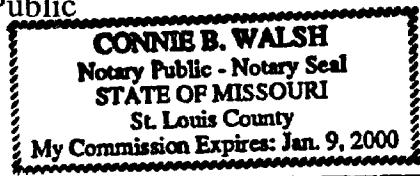
ATTEST:

By *Ronald E. Skinner*
Ronald E. Skinner, Secretary

State of Missouri)
)
County of St. Louis)

I, Connie B. Walsh, a Notary Public, do hereby certify that on the 29 day of January, 1999, personally appeared before me Shannon Terry Black who being by me first duly sworn, declared that he is the President of Super Smokers, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

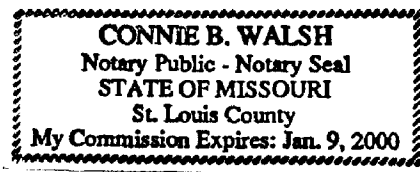
Connie B Walsh
Notary Public



State of Missouri)
)
County of St. Louis)

I, Connie B. Walsh, a Notary Public, do hereby certify that on the 29 day of January, 1999, personally appeared before me Shannon Terry Black who being by me first duly sworn, declared that he is the President of The Super Smokers, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

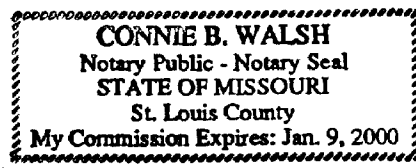
Connie B Walsh
Notary Public



State of Missouri)
)
County of St. Louis)

I, Connie B. Walsh, a Notary Public, do hereby certify that on the 29 day of January, 1999, personally appeared before me Shannon Terry Black who being by me first duly sworn, declared that he is the President of St. Louis Sauce and Spice, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Connie B Walsh
Notary Public



BRYAN CAVE LLP

ONE METROPOLITAN SQUARE, SUITE 3600

ST. LOUIS, MISSOURI 63102-2750

(314) 259-2000

FACSIMILE: (314) 259-2020

LONDON, ENGLAND
RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
ASSOCIATED OFFICE IN
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

WASHINGTON, D.C.
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

DAVID A. ROODMAN

direct dial number
(314) 259-2614

June 2, 1999

INTERNET ADDRESS
droodman@bryancave.com

Express Mail No.: EL244497434US

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

RE: Recordation Form Cover Sheet - Trademarks Only
Mark: SUPER SMOKERS
Registration No: 2,153,746
Our Reference No.: C30980/090975

Sir:

We are enclosing:

- (1) Recordation Form Cover Sheet for Trademarks (consisting of 1 page);
- (2) Certificate of Merger (containing change of name) (5 pages);
- (3) A check in the amount of \$40.00 for recordation of the change of name;
- (4) Certificate of Express Mailing;
- (5) This transmittal letter (one page, in duplicate); and
- (6) Return postcard.

If our check is missing or insufficient, please charge any fees or credit any overpayments to Deposit Account No. 02-4467.

Kindly date stamp and return the enclosed, self-addressed, stamped postcard.

Very truly yours,


David A. Roodman

DAR:tp

Enclosures

cc: Douglas W. King, Esq.

RECORDED: 06/02/1999

TRADEMARK
REEL: 001906 FRAME: 0962