

06-17-1999

ASSIGNMENT RECORDAL SHEET



101067515

36

Attorney Doc. #: AWR 0114/0115 TUS

Assigning party(ies):

A & W Restaurants, Inc. a California corporation

RG

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

A & W Restaurants, Inc.
a Michigan corporation
One A & W Drive
Farmington Hills, MI 48331

Additional name(s) & address(es) attached: ___ Yes X No

3. Nature of conveyance:

___ Assignment X Merger ___ Security Agreement
___ Change of Name Other _____

Execution Date: February 16, 1982 and filed with the State of Michigan, Department of Commerce Corporation and Securities Bureau February 18, 1982

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

Registration No: 1,109,751 Mark: ROOT BEAR
Registration No. 1,108,967 Mark: GREAT ROOT BEAR

If this document is being filed together with a new application, the execution date of the application is: _____

5. Total number of applications and trademarks involved: 2

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

John A. Artz
LYON & ARTZ
28333 Telegraph Road
Suite 250
Southfield, Michigan 48034

MRD
6.14.99

7. Total Fee Enclosed (37 CFR § 3.41): \$ 80.00 (previously submitted)

8. X The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee or credit any overpayment to Deposit Account No. 50-0476

To the best of my knowledge and belief, the above information is true and correct and any attached copy is a true copy of the original document.

John A. Artz

6/10/99

Name of Person Signing


Signature

Date

D

ARTZ & ARTZ PLC

Lyman
John A.
John S.
Laurenc
Alexanc
Robert P. ~~NEIKER~~
Kevin G. Mierzwa
Angela M. Brunetti
Kurt L. VanVoorhies³


12-11-1998
U.S. Patent & TMOtc/TM Mail Rcpt Dt. #61

Attorneys & Counselors
Actual Property & Technology
Related Causes


Suite 250
28333 Telegraph Road
Southfield, Michigan 48034
Phone: (248) 223-9500
Fax: (248) 223-9522

Bloomfield Hills Office:
3883 Telegraph Road - Suite 207
Bloomfield Hills, MI 48302-1476
Phone: (248) 645-5200
Fax: (248) 645-1016

Naples Office:
530 Cormorant Cove
Naples, Florida 34113
Phone: (941) 417-1321
Fax: (941) 417-1321

1-Licensed in Ohio
2-Licensed in Illinois
3-Patent Agent

December 11, 1998

~~01-04-1999~~

100935286

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

**Re: Recordal of Merger and Corporate Name
Change for Trademark Registrations**

Dear Sir:

Enclosed for filing and recording is a certified copy of the official documents whereby A & W Restaurants, Inc., a California corporation, was merged into and became A & W Restaurants, Inc., a Michigan corporation. Please record the documents and index them against all of the following U.S. Trademark Registrations:

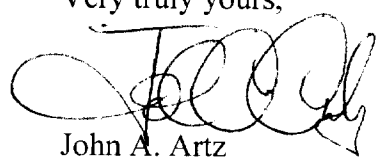
Mark	Reg. No.	Reg. Date or Last Renewal Date
ROOT BEAR	1,109,751	December 19, 1998
GREAT ROOT BEAR	1,108,967	December 12, 1998

Enclosed is a check in the amount of \$80.00 for the filing and recording of said official documents.

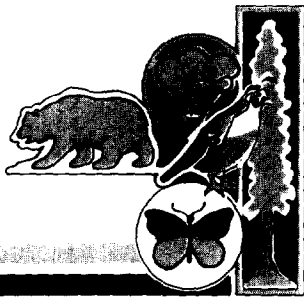
12/31/1998 DNGUYEN 00000118 1109751

01 FC:481 40.00 DP
02 FC:482 25.00 DP
03 FC:998 15.00 DP

Very truly yours,


John A. Artz

JAA:jr
Encls.



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

July 11 1964



March Fong Eu

Secretary of State

NAME CHG. TO: A & W RESTAURANTS, INC.

244770

A206259

FILED
In the office of the Secretary of State
of the State of California

JUL 23 1979

James Harris
JAMES HARRIS, Secretary of State
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
A & W INTERNATIONAL, INC.

* * * * *

We, JEROME COPPERSMITH, the Vice President, and JOHN J. GERARD, the Assistant Secretary, of A & W INTERNATIONAL, INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Vice President and the Assistant Secretary, respectively, of A & W INTERNATIONAL, INC., a California corporation.
2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.
3. The amendment so approved by the Board of Directors is as follows:

Article "ONE" of the Articles of Incorporation of this corporation is amended to read as follows:

"ONE: That the name of the corporation is :
A & W RESTAURANTS, INC."

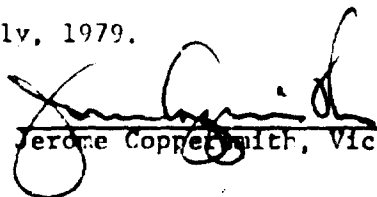
4. That the shareholders have adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the shareholders is the same as that set forth in Article 3 above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California Corporations Code.

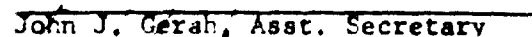
5. The designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or to give written consent to said amendment for approval thereof are as follows:

<u>DESIGNATION</u>	<u>NUMBER OF SHARES OUTSTANDING ENTITLED TO VOTE OR GIVE WRITTEN CONSENT</u>	<u>MINIMUM PERCENTAGE VOTE REQUIRED TO APPROVE</u>
Common	100,550	51%

6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote. Said minimum percentage vote is set forth in Article 5 of this Certificate.

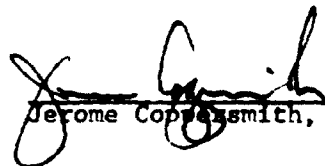
IN WITNESS WHEREOF, the undersigned have executed this Certificate this 11th day of July, 1979.


 Jerome Copper Smith, Vice Pres.



 John J. Gerah, Asst. Secretary

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate are true of their own knowledge.

Executed at New York, New York on the 17 day of July, 1979.



Jerome Coppsmith, Vice Pres.



John J. Gerah, Asst. Secretary

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of

MMW-813, INC.

were duly filed in this office on the 19TH day of OCTOBER, 19 81,
in conformity with Act 284, Public Acts of 1972, as amended.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 19TH day
of OCTOBER, 19 81.*

TRADEMARK 
REEL: 001915 FRAME: 0345

EFFECTIVE DATE If different than date of filing:	FILED OCT 19 1981 (Administrator) MICHIGAN DEPARTMENT OF COMMERCE Corporation Office	Date Received
		OCT 8 1981
Corporation Number	084-084	

ARTICLES OF INCORPORATION

Domestic Profit Corporation

(SEE INSTRUCTIONS ON REVERSE SIDE)

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a profit corporation pursuant to the provisions of Act ~~192~~ ²⁸⁴ Public Acts of ~~1962~~ ¹⁹⁷², as amended, as follows:

ARTICLE I (See Part 2 of instructions on Page 4.)

The name of the corporation is MMW-813, Inc. ✓

(See Part 3 of instructions on Page 4.)

ARTICLE II (If space below is insufficient, continue on Page 3.)

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized capital stock is:

1. Common Shares 50,000 Par Value Per Share \$ 1.00

Preferred Shares _____ Par Value Per Share \$ _____

and/or shares without par value as follows (See Part 4 of instructions on Page 4.)

2. Common Shares _____ Stated Value Per Share \$ _____

Preferred Shares _____ Stated Value Per Share \$ _____

3. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:
(If space below is insufficient, continue on Page 3.)

The entire authorized capital stock consists of common stock with full voting powers and without any preferences, special rights, qualifications, limitations or restrictions.

TRADEMARK

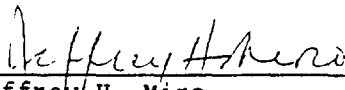
REEL: 001915 FRAME: 0346

Promptly consented in writing.
shareholders who have not consented in writing.

(Use space below for continuation of previous Articles and/or for additional Articles.)

Please indicate which article you are responding to and/or insert any desired additional provisions authorized by the act by adding additional articles here.

I (~~We~~), the incorporator(~~s~~) sign my (~~our~~) name(~~s~~) this 7th day of October 19 81.



Jeffrey H. Miro

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and zip code.

Jeffrey H. Miro
 Miro, Miro and Weiner
 500 N. Woodward, Suite 200
 Bloomfield Hills, MI 48013

Telephone:
 Area Code: 313
 Number: 646-2400

INFORMATION AND INSTRUCTIONS

Articles of Incorporation — Profit Domestic Corporations

1. Submit one original copy of the Articles of Incorporation. Upon the filing, a microfilm copy will be prepared for the records in the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of the filing.
 Since the corporate documents are microfilmed for the Bureau's files, it is imperative that the document submitted for filing be legible so that a usable microfilm can be obtained. Corporate documents with poor black and white contrast, whether due to the use of a worn typewriter ribbon or to a poor quality of reproduction, will be rejected.
2. Article I — The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc.", or "Ltd."
3. Article II may state, in general terms, the character of the particular business to be carried on. Under section 202(b) of the law, it is a sufficient compliance to state substantially, **alone or with specifically enumerated purposes**, that the corporation may engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act. The law requires, however, that educational corporations must state their specific purposes.
4. Article III (2) — The law requires the incorporators of a domestic corporation having **shares without par value** to submit in writing the amount of consideration proposed to be received for each share which shall be allocated to stated capital. Such stated value may be indicated either in Article III (2) or in a written statement accompanying the Articles of Incorporation.
5. Article IV — A post office box is not permitted to be designated as the address of the registered office in part I of Article IV. The mailing address in part 2 of Article IV may differ from the address of the registered office **only** if a post office box address in the same city as the registered office is designated as the mailing address.
6. Article V — The law requires one or more incorporators.
 The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
7. The duration of the corporation should be stated in the Articles only if the duration is not perpetual.
8. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
9. An effective date, not later than 90 days after the date of filing, may be stated on page 3 of the Articles of Incorporation.
10. FEES: Filing Fee \$10.00
 Franchise Fee — 1/2 mill (.0005) on each dollar of authorized capital stock,
 with a minimum franchise fee of \$25.00
 (Make remittance payable to State of Michigan)

Total minimum fees \$35.00

11. Mail Articles of Incorporation and fees to:
 Michigan Department of Commerce
 Corporation and Securities Bureau
 Corporation Division
 P.O. Box 30054
 Lansing, Michigan 48909
 Telephone: (517) 373-0493

RECEIVED

FEB 20 1982

MICHIGAN DEPT. OF COMMERCE

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MMW-813, INC.
CORPORATION NUMBER 084-084

084 084
FILED

FEB 16 1982

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

THE UNDERSIGNED INCORPORATOR, for the purpose of amending the original Articles of Incorporation, does hereby execute the following Certificate of Amendment, pursuant to the provisions of Sections 611(1) and 631(1) of Act 284, Public Acts of 1972, as amended.

1. The name of the corporation is MMW-813, INC. The location of the registered office is Suite 200, 500 North Woodward Avenue, Bloomfield Hills, Michigan 48013.
2. (a) Article II of the Articles of Incorporation is hereby amended to read as follows:

"Article II

The purpose or purposes for which the corporation is organized is to engage in the business of franchising, owning and operating restaurants, kiosks, stands, walkups and any other facility for the serving of food and/or beverages, and to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan."

- (b) Article III of the Articles of Incorporation is hereby amended to read as follows:

"Article III

- A. The total authorized capital stock is:

Preferred shares 4,000 - par value \$10.00 per share.
Common Shares 10,000 - par value \$1.00 per share.

- B. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

1. Voting Rights. Upon all matters with respect to which shareholders vote, each share of common stock shall have one (1) vote and each share of preferred stock shall have no vote.

2. Provisions With Respect to Dividends on Preferred Stock.

(a) The holders of shares of preferred stock, in preference to the holders of any common stock, shall be entitled to receive, as and when declared payable by the board of directors from funds legally available for the payment thereof, dividends in lawful money of the United States of America at the rate per annum of eleven percent (11%) upon the consideration received by the corporation upon issuance of the preferred stock, but no more, payable quarterly on or before the last day of March; June, September and December, in each year with respect to the quarterly period ending on the day prior to each such respective dividend payment date. Such dividends with respect to preferred stock shall be cumulative with respect to each share from and including the date of issue unless issued during an interval between a record date for the payment of a quarterly dividend on shares of preferred stock and the payment date for such dividend, in which case dividends shall be cumulative from and including such payment date. When reference is made in these Articles to "quarterly", it shall mean quarterly as above provided.

(b) At any time while there are shares of preferred stock of the corporation outstanding, no dividend shall be paid or declared, or other distribution made, on shares of the common stock of the corporation, nor shall any shares of common stock of the corporation be purchased, redeemed or otherwise retired unless (i) all accrued dividends with respect to all outstanding preferred stock of the corporation for all past quarterly dividend periods shall first have been paid or declared and set apart for payment; and (ii) all dividends on all outstanding preferred stock of the corporation for the current quarterly dividend period shall first have been paid or declared and set aside for payment; provided, however, the restrictions contained in this subpart (b) shall not apply to the declaration and payment of dividends on shares of common stock if payable solely in shares of common stock, nor to the acquisition of any shares of common stock through application of proceeds of any shares of common stock sold at or about the time of such acquisition, nor shall such restrictions prevent the transfer of any amount from surplus to stated capital; provided further, however, and notwithstanding the foregoing, a dividend upon the common stock of the corporation may be made upon the consent of the record holders of 100% of all issued and outstanding preferred stock of the corporation.

(c) The shares of preferred stock shall be nonparticipating in that they shall not be entitled to participate in corporate earnings beyond the preferred dividend provided above.

3. Preference Upon Liquidation With Respect to Preferred Stock.

(a) In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, holders of preferred stock shall be entitled to receive the consideration received by the corporation per share upon the issuance thereof, together with accrued and unpaid dividends thereon, before any distribution of assets shall be made to holders of common stock. Holders of preferred stock shall be entitled to no further participation in any such distribution. If, upon any such liquidation, dissolution or winding up of the corporation, assets of the corporation available for distribution to holders of preferred stock shall be insufficient to permit payment in full to such holders of the preferential amounts aforesaid, then all such assets of the corporation shall be distributed ratably among holders of preferred stock. Neither merger nor consolidation of the corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the corporation, nor a sale, transfer or lease of all or any part of the assets of the corporation, shall be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this paragraph.

(b) Written notice of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, stating the payment date and the place where the distributable amounts shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holders of record of preferred stock at their respective addresses as the same shall appear on the books of the corporation.

4. Consideration to be Received for Issuance of Stock. The board of directors shall fix, from time to time, the consideration to be received by the corporation for the issuance of its stock (common and preferred) and may authorize or require appropriate subscription agreements with respect to any such issuance."

Signed this 19th day of January, 1982

MMW-813, INC.

By



Jeffrey H. Miro

Its: Incorporator



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That the Annexed Copy of

Certificate and Agreement of Merger by and between A & W RESTAURANTS, INC., a California corporation, and MMW-813, INC., a Michigan corporation, the surviving corporation, whose name was changed by the merger to A & W RESTAURANTS, INC.

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 18th day of February, 19 82

Arthur H. H. H.

TRADEMARK Director
REEL: 001915 FRAME: 0353

STATE OF MICHIGAN
DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU
CORPORATION DIVISION
LANSING, MICHIGAN

(THIS IS A PART OF THE CORPORATE DOCUMENT DESCRIBED BELOW)

NAME OF CORPORATION: Certificate and Agreement of Mercer	
CORPORATE DOCUMENT: MMW-813, Inc.	
DO NOT WRITE IN SPACES BELOW - FOR DEPARTMENT USE	
FILED FEB 18 1982 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau	Date Received: FEB 18 1982
CORPORATION NUMBER	084-084

CERTIFICATE AND AGREEMENT OF MERGER

The following resolutions relating to the merger of A & W Restaurants, Inc., a California corporation (the "Corporation"), and MMW 813, Inc., a Michigan corporation (the "Michigan Corporation"), were adopted on February 16, 1982 by unanimous written consent of the Board of Directors of the Corporation and filed with the minutes of the Board pursuant to Section 307(b) of the California General Corporation Law and by the unanimous written consent of the Board of Directors of the Michigan Corporation and filed with the minutes of the Board pursuant to Section 525 of the Michigan Business Corporation Act. The Corporation owns all of the outstanding shares of common stock of the Michigan Corporation. The merger of the Corporation and the Michigan Corporation is permitted by the laws of the States of California and Michigan and the merger was adopted and approved pursuant to and in accordance with the laws of California and Michigan.

"WHEREAS, A & W Restaurants, Inc. (the "Corporation") filed its Articles of Incorporation in the office of the Secretary of State of California on April 28, 1950;

WHEREAS, the Corporation on February 16, 1982 became the first and sole shareholder of MMW 813, Inc., a Michigan corporation (hereinafter called the "Michigan Corporation"), the Corporation and the Michigan Corporation being hereinafter sometimes called the "constituent corporations";

WHEREAS, the Corporation has an authorized capital stock consisting of Three Hundred Thousand (300,000) shares, of common stock of the par value of One Dollar (\$1.00) per share, of which One Hundred Thousand Five Hundred Fifty (100,550) shares have been issued and are outstanding and are owned by The Taubman Investment Company, a Michigan corporation, with each share of common stock entitled to one vote on all matters properly brought before the sole shareholder of the Corporation;

WHEREAS, the Michigan Corporation has an authorized capital stock consisting of Fourteen Thousand (14,000) shares, divided into Four Thousand (4,000) shares of preferred stock, par value of Ten Dollars (\$10.00) per share, and no shares of preferred stock have been issued or are outstanding, and Ten Thousand (10,000) shares of common stock, par value of One Dollar (\$1.00) per share, of which One (1) share is now issued and outstanding and is owned by the Corporation, with each share of common stock entitled to one vote on all matters properly brought before the sole shareholder of the Michigan Corporation;

WHEREAS, the Corporation deems it advisable and generally to the welfare and advantage of the constituent corporations, and to the respective holders of their shares, that the constituent corporations merge under and pursuant to Section 108 of the California General Corporation Law and Section 733 of the Michigan Business Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, BE IT RESOLVED, that in accordance with the California General Corporation Law and the Michigan Business Corporation Act, the Corporation shall be and it hereby is, at the effective date (as defined in Section 3.1 hereof), merged into the Michigan Corporation pursuant to the following:

1. THE SURVIVING CORPORATION, ARTICLES OF INCORPORATION, BY-LAWS, DIRECTORS AND OFFICERS.

1.1 The Surviving Corporation. The Michigan Corporation shall be the surviving corporation (such corporation in its capacity as surviving corporation being hereinafter sometimes called the "surviving corporation"). ^{Article I,} The name of the surviving corporation shall be ^{amended to read as follows:} "A & W Restaurants, Inc." 2

1.2 Articles of Incorporation. The Articles of Incorporation of the

surviving corporation shall be the Articles of Incorporation of the Michigan Corporation, and all of the terms and provisions thereof as amended by Section 1.1 hereof are hereby incorporated herein with the same force and effect as if herein set forth in full, and from and after the effective date, said Articles of Incorporation shall be the Articles of Incorporation of the surviving corporation.

1.3 By-Laws. The by-laws of the Michigan Corporation as in effect on the effective date shall from and after the effective date be and continue to be the by-laws of the surviving corporation until altered or amended as therein provided under the authority of the Michigan Business Corporation Act.

1.4 Directors and Officers. The members of the Board of Directors and the officers of the Michigan Corporation, as in effect on the effective date, shall be and continue to be the members of the Board of Directors and the officers of the surviving corporation until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation or as provided under the authority of the Michigan Business Corporation Act.

2. STATUS AND CONVERSION OF SECURITIES.

2.1 Authorized Capital of the Surviving Corporation. The total number of shares of all capital stock which the Michigan Corporation has authority to issue shall be the total number of shares of all capital stock which the surviving corporation shall have authority to issue, namely Fourteen Thousand (14,000) shares, divided into Four Thousand (4,000) shares of preferred stock, par value of Ten Dollars (\$10.00) per share, and Ten Thousand (10,000) shares of common stock, par value of One Dollar (\$1.00) per share.

2.2 Retirement of the Presently Outstanding Share of Michigan Corporation Common Stock. Upon the effective date, the share of common stock of the Michigan Corporation presently issued and outstanding shall be retired,

and no shares of preferred or common stock or other securities of the Michigan Corporation shall be issued in respect thereof.

2.3 Conversion of the Outstanding and Common Stock of the Corporation. The shares of the Corporation's common stock outstanding on the effective date and all rights in respect thereof shall, upon the effective date, be converted into Ten Thousand (10,000) shares of fully paid and non-assessable shares of common stock of the surviving corporation.

2.4 Surrender and Exchange of the Corporation's Common Stock Certificate. As soon as practicable after the effective date, the holder of certificates representing all issued and outstanding shares of the Corporation's common stock shall be entitled to surrender such certificates to the surviving corporation and to receive in exchange therefor the number of shares of common stock of the surviving corporation on the basis provided for in Section 2.3. Until so surrendered the outstanding shares of the common stock of the Corporation to be converted into the common stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

3. EFFECTIVE DATE; FILING DATE.

3.1 Effective Date. This Certificate of Ownership and Merger shall become effective when it is executed, acknowledged and filed in accordance with the California General Corporation Law and the Michigan Business Corporation Act.

4. CERTAIN EFFECTS OF THE MERGER.

4.1 Results of Merger. When the merger has become effective, the separate existence of the Corporation shall cease and the constituent corporations shall be merged into the Michigan Corporation which as the surviving

corporation shall possess all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Michigan Business Corporation Act. In addition, the surviving corporation shall possess all the rights, privileges, immunities and franchises, public or private, of each of the constituent corporations and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action. Upon complying with Section 217 of the Michigan Business Corporation Act, the surviving corporation may use any assumed names of the constituent corporations. All interests of or belonging to or due each of the constituent corporations are considered to be transferred to and vested in the surviving corporation without further act or deed. The title to real estate or interest in real estate, vested in the constituent corporations shall not revert or be in any way impaired because of the merger. The surviving corporation shall be responsible and liable for all liabilities and obligations of each of the constituent corporations. A claim existing or action or proceeding pending by or against a constituent corporation may be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted in its place. The rights of creditors and a lien upon the property of a constituent corporation are not impaired by the merger. At any time, or from time to time, the officers of the Corporation or the surviving corporation may, in the name of the Corporation, execute and deliver or cause to be executed and delivered all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the surviving corporation may determine necessary or desirable in order to vest, perfect or confirm in the surviving corporation title to and possession of all of the Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this merger.

4.3 Expenses of Merger. The surviving corporation shall pay all expenses of merger.

5. GENERAL AUTHORITY OF DIRECTORS AND OFFICERS OF THE CORPORATION AND THE SURVIVING CORPORATION.

5.1 Right of Termination. The merger contemplated herein may be terminated and abandoned by action of the board of directors of the Corporation at any time before the effective date, notwithstanding approval of the merger by the sole shareholder of the Corporation.

5.2 Authority of Directors and Officers of the Corporation and the Surviving Corporation. The Board of Directors and the proper officers of the Corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver and file any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger in accordance with the applicable provisions of the laws of the State of California and of the State of Michigan.

6. TAX STATUS.

6.1 Effect of Merger. The merger contemplated herein is being made under and pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1954, as amended."

Approval of the Corporation's Sole Shareholder

The merger was ratified, confirmed and approved by The Taubman Investment Company, a Michigan corporation and the sole shareholder of the Corporation, by unanimous written consent dated February 16, 1982, pursuant to Section 603 of the California General Corporation Law.

Approval of the Michigan Corporation's Sole Shareholder

The merger was ratified, confirmed and approved by A & W Restaurants,

Inc., a California Corporation and the sole shareholder of the Michigan Corporation, by unanimous written consent dated February 16, 1982, pursuant to Section (407)(3) of the Michigan Business Corporation Act.

IN WITNESS WHEREOF, this Certificate and Agreement of Merger has been made, executed and signed by an Executive Vice President of A & W Restaurants, Inc. a California corporation, this 16th day of February, 1982.

[Corporate Seal]

A & W Restuarants, Inc.
a California Corporation

ATTEST:

Jeffrey H. Miro
Jeffrey H. Miro
Secretary of
A & W Restaurants, Inc.

By: *Shire Rothbart*
Shire Rothbart

Its: Executive Vice President

STATE OF MICHIGAN)
 : SS
COUNTY OF OAKLAND)

On this 16th day of February, 1982, before me personally appeared Shire Rothbart, who being by me duly sworn did say that he is an Executive Vice President of A & W Restaurants, Inc., a California corporation, that said instrument was signed on behalf of said Corporation by authority of its By-Laws and Board of Directors' resolution; and the said officer acknowledged the said instrument to be the free act and deed of said Corporation, and acknowledged the facts stated therein to be true.

Colleen A. Sawicki
Notary Public, _____ County
COLLEEN A. SAWICKI
Notary Public, Oakland County, Mich.
My Commission Expires Aug. 3, 1982

Notary Seal: