



Tab settings

To the Honorable Commissioner of Patents

101086282

Please record the attached original documents or copy thereof.

1-1-99

1. Name of conveying party(ies):
Shoney's Investments, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Nevada)
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: June 29, 1999

2. Name and address of receiving party(ies)
Name: SHN Investments, LLC

Internal Address:
Street Address: 1727 Elm Hill Pike
City: Nashville State: TN ZIP: 37210

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
None

B. Trademark Registration No.(s)
1,190,289 1,705,676
2,011,023

Additional numbers attached? Yes No

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

Name: Robert P. Felber, Jr.
Internal Address: Tuke Yopp & Sweeney, PLC
Suite 1100
Street Address: 414 Union Street
City: Nashville State: TN ZIP: 37219

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:
N/A
(Attach duplicate copy of this page if paying by deposit account)

07/09/1999 DNGUYEN 00000304 1190289

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FS:488 50.00 OP

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.

Robert P. Felber, Jr.
Name of Person Signing

Signature

July 7, 1999

Date

3

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

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

TRADEMARK
REEL: 001925 FRAME: 0573

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JUN 29 1999

ARTICLES OF MERGER
of
SHONEY'S INVESTMENTS, INC.
(a Nevada corporation)
and
CORPORATE BENEFIT SERVICES, INCORPORATED OF NASHVILLE
(a Tennessee corporation)
with and into
SHN INVESTMENTS, LLC
(a Delaware limited liability company)

C 9093-91
Jean Heller
JEAN HELLER, SECRETARY OF STATE

Pursuant to the provisions of Section 92A-100 of the Nevada Revised Statutes (the "Nevada Act"), SHN Investments, LLC hereby adopts the following Certificate of Merger:

1. Constituent Entities. The following table sets forth the names and jurisdiction of formation or organization of each of the merging business entities:

<u>Name of Entity</u>	<u>Jurisdiction</u>
SHN Investments, LLC	Delaware
Shoney's Investments, Inc.	Nevada
Corporate Benefit Services, Incorporated of Nashville	Tennessee

2. Approval of Merger Agreement. SHN Investments, LLC, Shoney's Investments, Inc., and Corporate Benefit Services, Incorporated of Nashville have adopted the Plan of Merger.

3. Approval by Owners. Shoney's Investments, Inc. approved the Plan of Merger pursuant to the written consent of its sole shareholder on June 25, 1999. Corporate Benefit Services, Incorporated of Nashville, a Tennessee corporation, approved the Plan of Merger pursuant to the written consent of its sole shareholder on June 25, 1999. SHN Investments, LLC, a Delaware limited liability company, approved the Plan of Merger pursuant to the written consent of its sole member on June 25, 1999.

4. Location of Merger Agreement. A copy of the Plan of Merger is on file at the registered office of SHN Investments, LLC.

5. Service of Process. The Secretary of State may send all copies of process to Shoney's, Inc., 1727 Elm Hill Pike, Nashville, Tennessee 37210.

Executed on this 28th day of June, 1999.

SHN Investments, LLC

Attest:

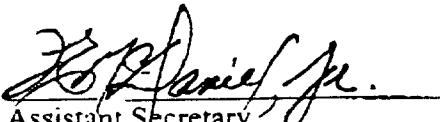
By: Shoney's, Inc., Manager

Fed R. Faber
Assistant Secretary

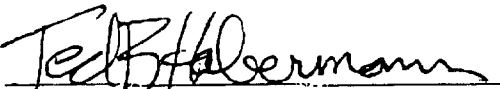
By: *Dona M. Adams*
Vice President

(0356071.3)

Attest:

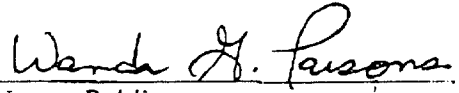

Assistant Secretary

Shoney's Investments, Inc.

By: 
President

State of Tennessee)
) ss:
County of Davidson)

Before me, a notary public in and for Davidson County, Tennessee, duly commissioned and qualified, personally appeared Donna M. Adams, with whom I am personally acquainted, and who, upon oath, acknowledged ~~himself~~/herself to be the Vice President of Shoney's, Inc., a corporation, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as Vice President. Witness my hand, at office, this 28~~th~~ day of June, 1999.



Notary Public

My Commission Expires:

7/28/01

State of Tennessee)
) ss:
County of Davidson)

Before me, a notary public in and for Davidson County, Tennessee, duly commissioned and qualified, personally appeared Ted R. Habermann, with whom I am personally acquainted, and who, upon oath, acknowledged ~~himself~~/herself to be the President of Shoney's Investments, Inc., a corporation, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as President. Witness my hand, at office, this 28~~th~~ day of June, 1999.


Notary Public

My Commission Expires:

7/28/01

(03560713)