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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
12 22 99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
12 22 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

01/24/2000 DCOATES 00000058 75034676

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 200.00 UP

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

TRADEMARK
REEL: 002011 FRAME: 0990

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

404-881-7000

Name

Jay Sloman

Address (line 1)

Alston & Bird LLP

Address (line 2)

1201 West Peachtree Street

Address (line 3)

Atlanta, GA 30309

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75034676

2073439

1788988

1818055

1862645

1644015

1857036

1868705

1862646

Number of Properties

Enter the total number of properties involved.

#

9

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

240.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Jay E. Sloman

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"BUGABOO INVESTMENTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "RARE CAPITAL, INC." UNDER THE NAME OF "RARE CAPITAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 4:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2385728 8100M

991558588



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0166161

12-28-99

TRADEMARK
REEL: 002011 FRAME: 0992

CERTIFICATE OF MERGER

OF

**BUGABOO INVESTMENTS, INC.,
a Delaware corporation**

WITH AND INTO

**RARE CAPITAL, INC.
a Delaware corporation**

**Pursuant to Section 251 of the
General Corporation Law of the State of Delaware**

RARE Capital, Inc., a Delaware corporation, hereby certifies that:

- 1. The constituent corporations (the "Constituent Corporations") and their states of incorporation of the merger affected hereby (the "Merger") are as follows:**

Bugaboo Investments, Inc.	Delaware
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RARE Capital, Inc.	Delaware
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- 2. An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.**

- 3. The name of the surviving corporation is RARE Capital, Inc., a Delaware corporation.**

- 4. The Certificate of Incorporation of RARE Capital, Inc. shall be the certificate of incorporation of the surviving corporation.**

- 5. The executed Agreement is on file at an office of RARE Capital, Inc. which is located at 8215 Roswell Road, Building 600, Atlanta, GA 30350.**

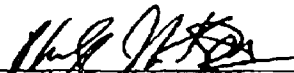
6. A copy of the Agreement will be furnished by the surviving corporation, RARE Capital, Inc., on request and without cost, to any stockholder of any Constituent Corporation.

7. The merger shall become effective at 12:00 a.m. December 27, 1999.

[Signature on Following Page]

IN WITNESS WHEREOF, RARE Hospitality Management, Inc. has caused this Certificate to be executed by its President as of the 21st day of December, 1999.

RARE HOSPITALITY MANAGEMENT, INC., a Delaware corporation

By: 
Name: Philip O. Hickey Jr.
Title: President

SCHEDULE A

MARK	SERIAL NO.	REG. NO.	TERRITORY
BLACK MAGIC STEAK		2,073,439	U.S.
BUGABOO CREEK STEAK HOUSE & Design		1,788,988	U.S.
BUNYAN ONION		1,818,055	U.S.
CAMPFIRE CHICKEN AND WORMS		1,862,645	U.S.
RARE HOSPITALITY	75/034,676		U.S.
THE CAPITAL G-R-I-L-L-E & Design		1,644,015	U.S.
THE FLAVOR OF THE CANADIAN ROCKIES		1,857,036	U.S.
WHINE		1,868,705	U.S.
WHITEWATER BUGS		1,862,646	U.S.