

01-27-2000



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### 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 Effective Date  
Month Day Year  
12 22 99
- Change of Name
- Other

#### 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)

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

01/26/2000

#### FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

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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: 002012 FRAME: 0022

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

#

**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)**

<input type="text" value="75034676"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2073439"/>	<input type="text" value="1788988"/>	<input type="text" value="1818055"/>
<input type="text" value="1862645"/>	<input type="text" value="1644015"/>	<input type="text" value="1857036"/>
<input type="text" value="1868705"/>	<input type="text" value="1862646"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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

1-4-2009

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:

"RARE CAPITAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RARE HOSPITALITY MANAGEMENT, INC." UNDER THE NAME OF "RARE HOSPITALITY MANAGEMENT, 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 4:02 O'CLOCK P.M.

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



2365014 8100M

991558612

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

0166204

DATE:

12-28-99

TRADEMARK  
REEL: 002012 FRAME: 0024

**CERTIFICATE OF MERGER****OF****RARE CAPITAL, INC.,  
a Delaware corporation****WITH AND INTO****RARE HOSPITALITY MANAGEMENT, INC.  
a Delaware corporation****Pursuant to Section 251 of the  
General Corporation Law of the State of Delaware**

**RARE Hospitality Management, 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:**

**RARE Capital, Inc. Delaware**

**RARE Hospitality Management, Inc. Delaware**

- 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 Hospitality Management,  
Inc., a Delaware corporation.**

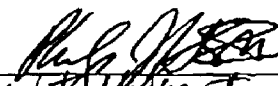
- 4. The Certificate of Incorporation of RARE Hospitality Management, Inc.  
shall be the certificate of incorporation of the surviving corporation.**

5. The executed Agreement is on file at an office of RARE Hospitality Management, 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 Hospitality Management, Inc., on request and without cost, to any stockholder of any Constituent Corporation.
7. The merger shall become effective at 12:01 a.m. December 27, 1999.

*[Signature on Following Page]*

IN WITNESS WHEREOF, RARE Capital, Inc. has caused this Certificate to be executed by its President as of the 21<sup>st</sup> day of December, 1999.

RARE CAPITAL, INC., a Delaware corporation

By:   
Name: Philip D. Hickey Sr.  
Title: President

**SCHEDULE A**

<b>MARK</b>	<b>SERIAL NO.</b>	<b>REG. NO.</b>	<b>TERRITORY</b>
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.