

02/14/00

03-16-2000

FORM PTO-1594
(Rev. 6-93)

REC



EET
LY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

101291048

Atty Docket No. A0282.184521

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

1. Name of conveying party(ies):
Pizza Express-Apple South JV, LLC

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Georgia Limited Liability Company

Additional names(s) of conveying party(ies) attached Yes No

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

Execution Date: December 31, 1998

2. Name and address of receiving party(ies)
 Name: **San Marzano, LLC**
 Internal Address:
 Street Address: **Hancock at Madison**
 City: **Madison** State: **GA** Zip: **30650**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Georgia Limited Liability Company

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

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

FEB 16 AM 9:11
OPR/FINANCE

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

A. Trademark Application No.(s)
75/568,304
75/568,367

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Joan L. Dillon
 Internal Address: Kilpatrick Stockton LLP
Suite 2800
 Street Address: 1100 Peachtree Street
 City: Atlanta State: GA Zip: 30309-4530

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account
 The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number: _____

03/16/2000 JSHAB077 00000023 7556A304

01 FC:401
02 FC:402
(10.00 OP)
(25.00 OP)

DO NOT USE THIS SPACE

9. 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.

Joan L. Dillon
 Name of Person Signing

[Signature]
 Signature

2/9/2000
 Date

Total number of pages including cover sheet, attachments, and document: 4

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90040378
CONTROL NUMBER: K815110
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 01/04/1999
FORM NUMBER : 663

KILPATRICK STOCKTON LLP
TAMMY D. THOMAS
1100 PEACHTREE ST, STE 2800
ATLANTA, GA 30309

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the articles of organization of

PIZZAEXPRESS-APPLE SOUTH JV, LLC
A GEORGIA LIMITED LIABILITY COMPANY

have been duly restated and amended and the limited liability company name changed to

SAN MARZANO, LLC

by the filing of articles of restatement in the office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK
REEL: 002034 FRAME: 0803

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
PIZZAEXPRESS-APPLE SOUTH JV, LLC
(a limited liability company formed under
Section 14-11-210 of the
Georgia Limited Liability Company Act)

To the Secretary of State
State of Georgia

FIRST: The name of the limited liability company (the "company") is:

PIZZAEXPRESS-APPLE SOUTH JV, LLC

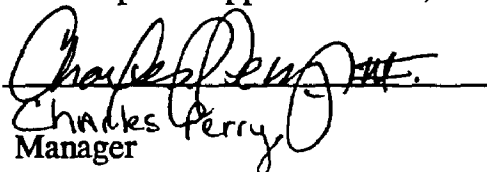
SECOND: The date the articles of organization of the company were filed in the Office of the Secretary of State of the State of Georgia is April 21, 1998.

THIRD: The articles of organization of the company are amended and restated as set forth in the text of the Restated Articles of Organization annexed hereto and made a part hereof.

FOURTH: The Restated Articles of Organization contain an amendment to Article I which changes the company's name to: San Marzano, LLC

IN WITNESS WHEREOF, the undersigned Manager of the Limited Liability Company has executed these Amended and Restated Articles of Organization as of the 30th day of December, 1998.

SAN MARZANO, LLC
(fka PizzaExpress-Apple South JV, LLC)

By: 
Charles Perry
Manager

DEC 31 1 49 PM '98

SECRETARY OF STATE

**RESTATED ARTICLES OF ORGANIZATION
OF
SAN MARZANO, LLC**

I.

The name of the Limited Liability Company is:

SAN MARZANO, LLC

II.

The street address and county of the Limited Liability Company's initial registered office is Hancock at Washington, Madison, Morgan County, Georgia 30650, and the initial registered agent at that address is John G. McLeod, Jr.

III.

The mailing address of the Limited Liability Company's principal place of business is Hancock at Washington, Madison, Georgia 30650.

SECRETARY OF STATE

DEC 31 1 49 PM '98

150

ATLLIB01 709501.1

RECORDED: 02/16/2000

**TRADEMARK
REEL: 002034 FRAME: 0805**