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03-24-2000

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

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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

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name: AMERICA'S PIZZA CAFE, INC.

Execution Date
Month Day Year
01-26-94

Formerly: _____

- Individual General Partnership Limited Partnership Corporation Association

Other: _____

Citizenship/State of Incorporation/Organization: MICHIGAN

Receiving Party

Mark if additional names of receiving parties attached

Name: LITTLE CAESAR ENTERPRISES, INC.

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): FOX OFFICE CENTRE

Address (line 2): 2211 WOODWARD AVENUE

Address (line 3): DETROIT MICHIGAN / USA 48201-3400
City State/Country Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other: _____

Citizenship/State of Incorporation/Organization: MICHIGAN

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.)

04/21/2000 DCOATES 00000168 1592506

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Name

Address (line 1)

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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)

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Pages

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

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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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,592,506"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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:

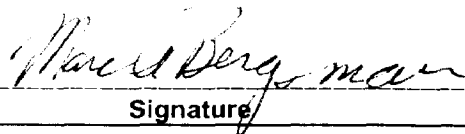
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No

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.

Marc A. Bergsman



MARCH 24, 2000

Name of Person Signing

Signature

Date Signed

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received

JAN 28 1994

FILED

JAN 28 1994

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Effective Date: January 31, 1994

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporations execute the following Certificate:

1. The Plan of Merger is as follows:

a. The name of each constituent corporation and its corporation identification number (CID) is:

See Exhibit A attached.

b. The name of the surviving corporation and its corporation identification number (CID) is:

Little Caesar Enterprises, Inc.

185-817

c. For each constituent corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Little Caesar Enterprises, Inc.	Common: 257,184	Common	N/A
Little Caesar International, Inc.	Common: 2,000	Common	N/A
America's Pizza Cafe, Inc.	Common: 1,000	Common	N/A
Thanksgiving Corporation	Common: 1,000	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

N/A

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d. The terms and conditions of the proposed merger, including the manner and basis of converting the shares of each constituent corporation into shares, bonds, or other securities of the surviving corporation, or into cash or other consideration, are as follows:

See Plan of Merger attached.

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None.

f. Other provisions with respect to the merger are as follows:

See Plan of Merger attached.

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2. ~~(Complete for a foreign corporation only)~~

This merger is permitted by the laws of the State of _____, the jurisdiction under which _____ (name of foreign corporation) is formed and the plan of merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. The number of outstanding shares of each class of the subsidiary corporation and the number of shares of each class owned by the parent corporation is as follows:

Class	Total shares outstanding	See Exhibit B attached. Shares owned by parent corporation

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

5. (Delete if not applicable)

The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)

6. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 31st day of January, 1994 at 11:57 p.m. Detroit, Michigan time

Signed this 26th day of January, 1994

LITTLE CAESAR INTERNATIONAL, INC.

(Name of parent corporation)

By

Michael Ilitch

(Only Signature of President, Vice-President, Chairperson, Vice-Chairperson)

Michael Ilitch President

(Type or Print Name and Title)

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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.

Name of person or organization remitting fees:

Miller, Canfield,
Paddock and Stone, P.L.C.

Preparer's name and business telephone number:

John J. Collins, Jr.
(313) 963-6420

Diane B. Cabbell
Miller, Canfield, Paddock and Stone
150 West Jefferson, Suite 2500
Detroit, Michigan 48226

INFORMATION AND INSTRUCTIONS

1. The certificate of merger cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to sections 711 through 713 of the Act by a domestic parent corporation merging with one or more domestic subsidiary corporations and section 733 of the Act if a foreign corporation is a party to the merger. The parent corporation must own at least 90% of the outstanding shares of each class of stock of the subsidiary corporation(s). This certificate is to be used only by profit corporations.
4. If more than two corporations are merging, the certificate may be adjusted as necessary or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
5. Item 7 — This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. This certificate must be signed in ink by the specified officers of the parent corporation.
7. Nonrefundable fee — This fee must be remitted for each domestic corporation involved in the merger, according to the following schedule (Make remittance payable to the State of Michigan. Include corporation name and CID Number on check or money order):

each domestic corporation.....	\$50.00
If the authorized shares of the surviving domestic corporation is increased, an additional fee is due: each additional 20,000 authorized shares or portion thereof.....	\$30.00

If a foreign corporation authorized to transact business in this State merges into a domestic profit corporation, the amount of franchise fees required to be paid by that domestic corporation shall be reduced by the initial or additional franchise fees paid to this State by the foreign corporation.
8. Mail form and fee to:
Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division,
P.O. Box 30054, 6546 Mercantile Way, Lansing, Michigan 48909, Telephone: (517) 334-6302

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EXHIBIT A

<u>Constituent Corporation</u>	<u>CID No.</u>
Little Caesar Enterprises, Inc.	185-817
Little Caesar International, Inc.	273-386
America's Pizza Cafe, Inc.	360-663
Thanksgiving Corporation	541-141

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EXHIBIT B

<u>NAME</u>	<u>CLASS</u>	<u>TOTAL SHARES OUTSTANDING</u>	<u>SHARES OWNED BY PARENT</u>
Little Caesar Enterprises, Inc.	Common	257,184	246,000
America's Pizza Cafe, Inc.	Common	1,000	1,000
Thanksgiving Corporation	Common	1,000	1,000

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PLAN OF MERGER
OF
LITTLE CAESAR INTERNATIONAL, INC.,
LITTLE CAESAR ENTERPRISES, INC.,
AMERICA'S PIZZA CAFE,
AND
THANKSGIVING CORPORATION

THIS PLAN OF MERGER (the "Plan of Merger") dated as of January 27, 1994, by and among LITTLE CAESAR INTERNATIONAL, INC., a Michigan corporation ("LCI"), LITTLE CAESAR ENTERPRISES, INC., a Michigan corporation ("LCE"), AMERICA'S PIZZA CAFE, INC., a Michigan corporation ("APC"), and THANKSGIVING CORPORATION, a Michigan corporation ("TC") (LCE, LCI, APC, and TC are sometimes referred to herein as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, LCI is a corporation organized and existing under the laws of the State of Michigan with authorized capital stock consisting of 50,000 shares of common stock, \$1.00 par value ("LCI Common Stock"), of which 2,000 shares are issued and outstanding; and

WHEREAS, LCE is a corporation organized and existing under the laws of the State of Michigan, with authorized capital stock consisting of 5,000,000 shares of common stock, \$.10 par value ("LCE Common Stock"), of which 257,184 shares are issued and outstanding and 246,400 shares (or approximately 96% of the issued and outstanding shares) are owned by LCI; and

WHEREAS, APC is a corporation organized and existing under the laws of the State of Michigan with authorized capital stock consisting of 50,000 shares of common stock ("APC Common Stock"), of which 1,000 shares are issued and outstanding and all of which are owned by LCI; and

WHEREAS, TC is a corporation organized and existing under the laws of the State of Michigan with authorized capital stock consisting of 50,000 shares of common stock ("TC Common Stock"), of which 1,000 shares are issued and outstanding and all of which are owned by LCI; and

WHEREAS, the Board of Directors and shareholders of LCI have approved this Plan of Merger and determined that it is advisable, desirable and in the best interests of LCI and its shareholders that LCI, APC, and TC merge with and into LCE, and that LCE shall be the surviving corporation, in the manner and upon the terms and conditions hereinafter set forth and with the effects provided by and pursuant to the applicable provisions of the laws of the State of Michigan.

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WHEREAS, pursuant to Section 711 of the Business Corporation Act of Michigan (the "MBCA"), the approvals of the Boards of Directors and shareholders of LCE, APC and TC are not required; and

WHEREAS, the Constituent Corporations intend that the merger become effective on January 31, 1994 at 11:57 p.m. Detroit, Michigan time.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, it is hereby agreed that LCI, APC and TC be merged with and into LCE as follows:

1. (a) The Constituent Corporations shall, on January 31, 1994, at 11:57 p.m. Detroit, Michigan time (the "Effective Time"), be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Michigan (the "Merger"), and LCI, APC and TC shall merge with and into LCE, and LCE shall be the surviving corporation of the Merger (the "Surviving Corporation").

(b) The separate existence of LCI, APC and TC shall cease at the Effective Time, and the existence of LCE shall continue unaffected and unimpaired by the Merger with all of the rights, privileges, immunities and powers and subject to all of the duties and liabilities of a corporation organized under the MBCA.

2. (a) Simultaneously with the Merger becoming effective, the Articles of Incorporation and Bylaws of LCE shall be and remain the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation, until altered, amended or repealed as therein provided or as provided by the MBCA.

(b) The Directors and Officers of LCE in office on the Effective Time shall constitute the Directors and Officers of the Surviving Corporation until their respective successors shall have been duly elected or appointed and qualified or until earlier death, resignation or removal. The present directors and officers of LCI, APC and TC shall be deemed to have resigned at the Effective Time.

3. The mode of carrying the Merger into effect and the manner and basis of converting the shares of each of the Constituent Corporations into shares, bonds or other securities of the Surviving Corporation or into cash or other consideration, or cancellation of such shares shall be as follows:

(a) Each share of LCI Common Stock outstanding immediately before the Merger becomes effective shall, by virtue of the Merger and without any action by the holder thereof, be converted into and become 123.2 shares of common stock of the Surviving Corporation.

- (b) Each share of LCE Common Stock outstanding immediately before the Merger becomes effective shall, by virtue of the Merger and without any action by the holder thereof, be converted into and become 1 share of common stock of the Surviving Corporation except for shares of LCE Common Stock held by LCI which shall be cancelled.
- (c) Each share of APC Common Stock and TC Common Stock outstanding immediately before the Merger becomes effective shall, by virtue of the Merger and without any action by the holder thereof, be cancelled.

4. At and after the Effective time, the Merger shall have the effects set forth in Section 724(1) of the MBCA.

5. Each of the Constituent Corporations shall take or cause to be taken all action, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Michigan to consummate and make effective the Merger.

6. At any time before the Effective Time, the Merger may be abandoned by LCI by action of its Board of Directors.

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