

10-26-2000



101497531

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

9.7.00

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 Certificate of Conversion

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Los Tios Mexican Restaurants, Inc

Execution Date
Month Day Year

6-30-2000

Formerly _____

1217904

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

Receiving Party

Mark if additional names of receiving parties attached

Name Los Tios Mexican Restaurants, Ltd.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 10550 Westpark Drive

Address (line 2) _____

Address (line 3) Houston

Texas

77042

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 Texas

10/24/2000 BYRNE 09000083 1217904

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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"/>	<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="1217,904"/>	<input type="text" value="1,217,903"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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.

BEN D. TOBOR


Signature

8/31/2000
Date Signed

Name of Person Signing

AUG. 7.2000 11:39AM CAMPBELL & RIGGS INC

NO.711 P.2/7



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

LOS TIOS MEXICAN RESTAURANTS, INC.
(a Texas Corporation)
converting to

LOS TIOS MEXICAN RESTAURANTS, LTD.
(a Texas Limited Partnership)

have been received in this office and found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: JUNE 30, 2000

Effective: JUNE 30, 2000



Elton Bomer
Secretary of State

AUG. 7. 2000 11:39AM
JULY 30, 2000 11:03AM

CAMPBELL & RIGGS INC.
CHIEF CLERK & REGISTER

NO. 711 P. 3/7/15
REVISED

FILED
In the Office of the
Secretary of State of Texas
JUN 30 2000
CORPORATIONS SECTION

**ARTICLES OF CONVERSION
OF
LOS TIOS MEXICAN RESTAURANTS, INC.**

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act, Los Tios Mexican Restaurants, Inc., the undersigned converting entity, certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act.

1. A plan of conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Los Tios Mexican Restaurants, Inc, a corporation incorporated under the Texas Business Corporation Act, to Los Tios Mexican Restaurants, Ltd., a Texas limited partnership.
2. An executed plan of conversion is on file at the principal place of business of the converting entity at 10550 Westpark Drive, Houston, Texas 77042, and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 10550 Westpark Drive, Houston, Texas 77042.
3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or member or the converting entity or the converted entity.
4. The approval of the plan of conversion was duly authorized by all action required by the laws under which Los Tios Mexican Restaurants, Inc., the converting entity, is incorporated and by its constituent documents. The number of outstanding shares of each class or series of stock of Los Tios Mexican Restaurants, Inc. entitled to vote, with other shares or as a class, on the plan of conversion is as follows:

<u>Number of Shares</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to</u>
<u>Outstanding</u>		<u>Vote as a Class or Series</u>
200,000	Common	200,000

5. All issued and outstanding shares voted for the plan of conversion.
6. Two copies of the Certificate of Limited Partnership of Los Tios Mexican Restaurants, Ltd., which is to be created pursuant to the plan of conversion, are being filed with the Secretary of State with the Articles of Conversion and a copy is attached hereto as Exhibit "A."
7. Los Tios Mexican Restaurants, Ltd., the converted entity, shall be responsible for the payment of fees and franchise taxes (including penalties and interest), if any, which may be payable by the converting entity to the State of Texas and will be obligated to pay such fees if the same are not timely paid by the converting entity.

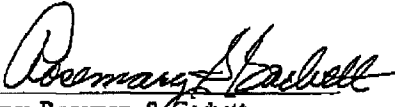
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AUG 7 2000 11:40AM CAMPBELL & RIGGS INC NO. 711 P. 47

8. The conversion will become effective upon the issuance of the certificate of conversion by the Secretary of State unless the conversion's effective date is delayed to a subsequent date and time or conditioned upon the occurrence of a future event pursuant to the provisions of Article 10.03 of the Texas Business Corporation Act and Section 2.12 of the Texas Revised Limited Partnership Act.

Dated: June 30, 2000

LOS TIOS MEXICAN RESTAURANTS, INC.

By: 
Name: Rosemary S. Garbett
Title: President

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