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Tab settings

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To the Commissioner for Trademarks:  
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
EAT'N PARK RESTAURANTS BUSINESS TRUST

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other PA BUSINESS TRUST

Additional name(s) of conveying party(ies) attached?  
 Yes  No

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

Execution Date: December 4, 2000

2. Name and address of receiving party(ies)  
Name: EAT'N PARK HOSPITALITY GROUP, INC.  
Street Address: 285 EAST WATERFRONT DRIVE  
City: HOMESTEAD, PA 15120

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State PA  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):  
A. Trademark Application No. (s)  
75/528,931; 75/683,021; 75/792,203; 76/125,826 and 76/189,334

B. Trademark Registration No. (s)  
1,605,789; 1,609,950; 1,809,410; 1,837,481; 2,087,798 2,108,164; 2,216,547; 2,234,348; 2,234,823; 2,293,548 2,324,971; and 2,342,677

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Frederick B. Ziesenheim, Esq.  
Internal Address: Webb Ziesenheim  
Logsdon Orkin & Hanson, P.C.  
Street Address: 700 Koppers Building  
436 Seventh Avenue  
City: Pittsburgh State: PA ZIP: 15219-1818

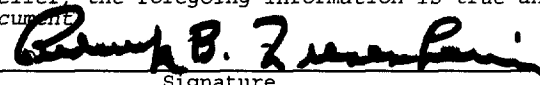
16. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....\$ 440.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
\_\_\_\_\_  
(Attach triplicate copy of this page if paying by deposit account)

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.

Frederick B. Ziesenheim, #19,438  January 16, 2001  
Name of Person Signing    Signature    Date

Total number of pages including cover sheet, attachments and document 6

Mail documents to be recorded with required cover sheet information to:  
United States Patent and Trademark Office  
Office of Public Records  
Crystal Gateway 4, Room 335  
Washington, DC 20231

01/30/2001 DBYRNE 00000196 75528931

01 FC:481 40.00 DP  
02 FC:482 400.00 DP

DEC 06 2000

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number 1084752

*Kim Fitzgerald*  
Secretary of the Commonwealth *D*

**ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION**

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: \_\_\_\_\_  
EAT'N PARK HOSPITALITY GROUP, INC.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 285 East Waterfront Drive Homestead PA 15120 Allegheny  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

\_\_\_\_\_ City State Zip  
Number and Street

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County  
Eat'N Park Restaurants Business Trust, 100 Park Manor Drive, Pittsburgh, PA 15205, Allegheny

EPR Delaware, Inc. not qualified in PA

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DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

\_\_\_The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

x The plan of merger shall be effective on: December 25, 2000 at 11:59 p.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>EAT'N PARK HOSPITALITY GROUP, INC.</u>	<u>Adopted by the directors and shareholders pursuant to Pa. C.S. §1924(a).</u>

~~Eat'N Park Restaurants Business Trust Adopted by the trustees and sole holder of all the beneficial interests pursuant to the Deed of~~

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or Trust approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

x The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

\_\_\_ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 4<sup>TH</sup> day of DECEMBER, 2000.

EAT'N PARK RESTAURANTS  
BUSINESS TRUST

BY: [Signature]

TITLE: President

EAT'N PARK HOSPITALITY GROUP, INC.  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: Chairman

EPR DELAWARE, INC.  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: PRESIDENT

## EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated November 1, 2000 by and among EAT'N PARK RESTAURANTS BUSINESS TRUST (the "Trust"), which is a business trust organized under the laws of the Commonwealth of Pennsylvania, and approved by resolutions adopted by its Trustees and Shareholders, EPR DELAWARE, INC. ("EPR-Del"), which is a business corporation organized under the laws of the State of Delaware, and approved by resolutions adopted by its Board of Directors and EAT'N PARK HOSPITALITY GROUP, INC. f/k/a EPRH, INC. ("EPRH"), which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, and approved by resolutions adopted by its Board of Directors.

1. The Trust, EPR-Del and EPRH shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to wit, EPRH, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name "Eat'n Park Hospitality Group, Inc." pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The merger hereinabove described shall be consummated by having the trust merge with and into EPR-Del and then having EPR-Del merge with and into EPRH, the surviving corporation. The separate existence of the Trust, which is sometimes hereinafter referred to as the "terminating trust," and of EPR-Del, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger set forth hereinbelow.

2. The Articles of Incorporation of the surviving corporation as now in force and effect shall continue to be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the officers of the

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surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating trust and of the terminating corporation shall, upon the effective date of the merger, be surrendered and cancelled, and no shares of capital stock of EPRH shall be issued in exchange therefor. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating trust and the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the terminating trust, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officers of the terminating trust, the terminating corporation and the surviving corporation are hereby authorized to execute Articles of Merger and related filings upon behalf of said entities, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the General Corporation Law of the State of Delaware; and the proper officers of the terminating trust, the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the merger herein provided for.

8. The effective date of this Agreement and Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the General Corporation Law of the State of Delaware shall govern the same, be December 25, 2000 at 11:59 p.m.

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EAT'N PARK RESTAURANTS  
BUSINESS TRUST

By *[Signature]*  
Title: President

EPR DELAWARE, INC.

By *[Signature]*  
Title: PRESIDENT

EAT'N PARK HOSPITALITY GROUP,  
INC.

By *[Signature]*  
Title: Chairman