

05-09-2001



101708483

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

<p>1. Name of conveying party(ies) Good Eats Franchise Company 4.30.01</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State-Texas <input type="checkbox"/> Other _____</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Good Eats Franchising, Inc. Internal Address: Street Address: 12200 Stemmons Freeway #100 City/State/Zip: Dallas, Texas 75234</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State-Texas <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other – Amendment to the Articles of Incorporation Execution Date: <u>May 19, 1999</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p><input type="checkbox"/> Mark if additional numbers attached</p> <p>B. Trademark Registration No.(s): <u>1906079; 1906078; 1941645; 1998591; 1618085; 1618084; 2099064</u></p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Michael R. Schulman Locke Liddell & Sapp LLP 2200 Ross Avenue, Suite 2200 Dallas, Texas 75201-6776</p>	<p>6. Total number of applications and registration involved: 7</p> <p>7. Total fee (37 CFR 3.41) \$ 190.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Any deficiencies or overpayments are authorized to be charged to or credited to deposit account</p> <p>8. Deposit Account Number: <u>12-1781</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Michael R. Schulman
Name of Person Signing

Signature

April 26, 2001
Date

Total number of pages including cover sheet, attachments and document: 2

05/03/2001 TBIAL1 00000124 1941645
01 40.00 DP
02 150.00 DP

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
GOOD EATS FRANCHISE COMPANY**

FILED
In the Office of the
Secretary of State of Texas
MAY 21 1999

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation (the "Corporation") hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

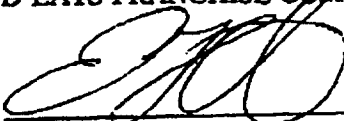
1. The name of the Corporation is Good Eats Franchise Company.
2. Article 1. of the Articles of Incorporation is hereby amended so as to read as follows:

"The name of the corporation is Good Eats Franchising, Inc."

3. The amendment set forth in these Articles of Amendment was adopted on May 19, 1999 by unanimous written consent of the board of directors and by unanimous written consent of the shareholders.
4. The number of shares outstanding and entitled to vote on the amendment is 1,000 shares.
5. All shares entitled to vote were cast in favor of the amendment.
6. These Articles of Amendment shall be effective on the 25th day of May, 1999.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by an authorized officer of the Corporation on this the 19th day of May, 1999.

GOOD EATS FRANCHISE COMPANY

By: 
E. Gene Street, President

Reel/Frame 1694/0076
Assignor EL CHICO RESTAURANTS, INC. (TX CORP.)
Assignor EL CHICO CORPORATION (TX CORP.)
Assignor SOUTHWEST CAFES, INC. (TX CORP.)
Assignor GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.)
Assignee AMRESKO COMMERCIAL LENDING CORPORATION (NV CORP.), SUITE 410
 565 WEST MYRTLE STREET, BOISE, ID, 83702-760
Correspondt MOFFATT, THOMAS, BARRETT, ROCK & FIELDS, CHT., THOMAS C.
 MORRIS, ESQ., P.O. BOX 829, BOISE, ID 83701
Date Sgnd/Ack Jan 16, 1998
Date Recorded Feb 9, 1998
Brief SECURITY AGREEMENT

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Record 2



Mark GOOD EATS GRILL (and Design)
Status Registered
Status Date Sep 3, 1996
Register Principal
Serial No. 74-505239
Registration No. 1998591
Int'l Class 42 - Miscellaneous Services
Goods/Services RESTAURANT SERVICES
U.S. Class 100, 101
1st Use Nov, 1993
Commerce Use Nov, 1993
Filing Date Mar 25, 1994
Filed I-T-U Yes
Published Jul 4, 1995
Registered Sep 3, 1996
Disclaimer "GRILL"
Design Codes 010103 - Stars with five points
 010110 - Three or more stars
 261102 - Rectangles, plain single line

04/25/2001

Owns Reg. No. 1618084, 1618085

Correspondent MICHAEL R. SCHULMAN
JOHNSON & GIBBS, P.C.
100 FOUNDERS SQUARE
900 JACKSON STREET
DALLAS, TX 75202-4499

Applicant GOOD EATS FRANCHISE COMPANY (TX CORP.)
2811 MCKINNEY, SUITE 305E
DALLAS, TX 75204

Registrant GOOD EATS FRANCHISE COMPANY (TX CORP.)
2811 MCKINNEY, SUITE 305E
DALLAS, TX 75204

ASSIGNMENTS

Reel/Frame 1694/0076

Assignor EL CHICO RESTAURANTS, INC. (TX CORP.)

Assignor EL CHICO CORPORATION (TX CORP.)

Assignor SOUTHWEST CAFES, INC. (TX CORP.)

Assignor GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.)

Assignee AMRESKO COMMERCIAL LENDING CORPORATION (NV CORP.), SUITE 410
565 WEST MYRTLE STREET, BOISE, ID, 83702-760

Correspondt MOFFATT, THOMAS, BARRETT, ROCK & FIELDS, CHT., THOMAS C.
MORRIS, ESQ., P.O. BOX 829, BOISE, ID 83701

Date Sgnd/Ack Jan 16, 1998

Date Recorded Feb 9, 1998

Brief SECURITY AGREEMENT

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Record 3

Mark GOOD EATS GRILL

Status Registered

Status Date Dec 12, 1995

Register Principal - Sec. 2(f)

Serial No. 74-490884

Registration No. 1941645

Int'l Class 42 - Miscellaneous Services

Goods/Services RESTAURANT SERVICES

U.S. Class 100, 101

1st Use May, 1994

Commerce Use May, 1994

Filing Date Feb 17, 1994

Filed I-T-U Yes

Published Mar 7, 1995

Registered Dec 12, 1995

Disclaimer "GRILL"

Owns Reg. No. 1618084, 1618085

04/25/2001

Correspondent MICHAEL R. SCHULMAN
JOHNSON & GIBBS, P.C.
100 FOUNDERS SQUARE
900 JACKSON STREET
DALLAS, TX 75202-4499

Applicant GOOD EATS FRANCHISE COMPANY (TX CORP.)
2811 MCKINNEY, SUITE 305E
DALLAS, TX 75204

Registrant GOOD EATS FRANCHISE COMPANY (TX CORP.)
2811 MCKINNEY, SUITE 305E
DALLAS, TX 75204

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Record 4

Mark GOOD EATS

Status Registered
Status Date Jul 18, 1995
Register Principal - Sec. 2(f)

Serial No. 74-387958
Registration No. 1906079

Int'l Class 42 - Miscellaneous Services
Goods/Services RESTAURANT SERVICES
U.S. Class 100
1st Use Jan 16, 1985
Commerce Use Jan 16, 1985

Filing Date May 10, 1993
Published Jan 11, 1994
Registered Jul 18, 1995

Owns Reg. No. 1618084, 1618085

Correspondent MICHAEL R. SCHULMAN
JOHNSON & GIBBS, P.C.
100 FOUNDERS SQUARE
900 JACKSON STREET
DALLAS, TX 75202-4499

Applicant GOOD EATS FRANCHISE COMPANY (TX CORP.)
4319 OAK LAWN, SUITE B
DALLAS, TX 75219

Registrant GOOD EATS FRANCHISE COMPANY (TX CORP.)
4319 OAK LAWN, SUITE B
DALLAS, TX 75219

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Record 5

04/25/2001



Mark GOOD EATS (and Design)
Status Registered
Status Date Jul 18, 1995
Register Principal - Sec. 2(f)
Serial No. 74-387957
Registration No. 1906078

Int'l Class 42 - Miscellaneous Services
Goods/Services RESTAURANT SERVICES
U.S. Class 100
1st Use Jan 16, 1985
Commerce Use Jan 16, 1985

Filing Date May 10, 1993
Published Jan 4, 1994
Registered Jul 18, 1995

Design Codes 261713 - Letters or words underlined or overlined by one or more strokes of lines

Owns Reg. No. 1618084, 1618085

Correspondent MICHAEL R. SCHULMAN
 JOHNSON & GIBBS, P.C.
 100 FOUNDERS SQUARE
 900 JACKSON STREET
 DALLAS, TX 75202-4499

Applicant GOOD EATS FRANCHISE COMPANY (TX CORP.)
 4319 OAK LAWN, SUITE B
 DALLAS, TX 75219

Registrant GOOD EATS FRANCHISE COMPANY (TX CORP.)
 4319 OAK LAWN, SUITE B
 DALLAS, TX 75219

ASSIGNMENTS

Reel/Frame 1694/0076
Assignor EL CHICO RESTAURANTS, INC. (TX CORP.)
Assignor EL CHICO CORPORATION (TX CORP.)
Assignor SOUTHWEST CAFES, INC. (TX CORP.)

04/25/2001

Assignor GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.)
Assignee AMRESKO COMMERCIAL LENDING CORPORATION (NV CORP.), SUITE 410
 565 WEST MYRTLE STREET, BOISE, ID, 83702-760
Correspondt MOFFATT, THOMAS, BARRETT, ROCK & FIELDS, CHT., THOMAS C.
 MORRIS, ESQ., P.O. BOX 829, BOISE, ID 83701
Date Sgnd/Ack Jan 16, 1998
Date Recorded Feb 9, 1998
Brief SECURITY AGREEMENT

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Record 6



Mark GOOD EATS CAFE (and Design)
Status Renewed
Status Date Sep 25, 2000
Register Principal - Sec. 2(f)
Serial No. 73-752427
Registration No. 1618085
Int'l Class 42 - Miscellaneous Services
Goods/Services RESTAURANT SERVICES
U.S. Class 100
1st Use Apr 27, 1983
Commerce Use Apr 27, 1983
Filing Date Sep 19, 1988
Published Jul 24, 1990
Registered Oct 16, 1990
Renewed Oct 16, 2000
Disclaimer "CAFE"
Design Codes 261127 - Oblongs, geometric shapes with approximately parallel sides and rounded ends
Affidavits Sec. 8 accepted; Sec. 15 acknowledged
TTAB Proceeding Status Ex parte Appeal
 Terminated Oct 30, 1990
Correspondent MICHAEL R SCHULMAN
 LOCKE LIDDELL & SAPP LLP
 2200 ROSS AVE STE 2200

04/25/2001

DALLAS TX 75201-2748

Registrant EATS CAFE, INC. (TX CORP.)
SUITE 304, 3001 LAKE AUSTIN BLVD.
AUSTIN, TX 78703

Last Owner GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.)
12200 STEMMONS FREEWAY #100
DALLAS, TX 75234

ASSIGNMENTS

Reel/Frame 0777/0536
Assignor EATS CAFE, INC. (TX CORP.)
Assignee VILLAGE CAFE CORPORATION (TX CORP.), 4319 OAK LAWN, DALLAS,
TX, 75219
Correspondt JOHNSON & GIBBS, 100 FOUNDERS SQUARE, 900 JACKSON STREET,
DALLAS, TX 75202-4499
Date Sgnd/Ack Mar 26, 1991
Date Recorded Apr 1, 1991
Brief ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL EFFECTIVE FEB.
22, 1989.

Reel/Frame 1378/0182
Assignor VILLAGE CAFE CORPORATION (TX CORP.)
Assignee WEST END EATS, INC. (TX CORP.), 2811 MCKINNEY AVENUE, SUITE
305E, DALLAS, TX, 75204
Correspondt MICHAEL R. SCHULMAN, LOCKE PURNELL RAIN HARRELL, 2200 ROSS
AVENUE, SUITE 2200, DALLAS, TX 75201-6776
Date Sgnd/Ack Aug 2, 1995
Date Recorded Aug 7, 1995
Brief Merger

Reel/Frame 1393/0701
Assignor WEST END EATS, INC. (TX CORP.)
Assignee GOOD EATS HOLDING COMPANY, INC. (TX CORP.), SUITE 305E
2811 MCKINNEY AVENUE, DALLAS, TX, 75204
Correspondt LOCKE PURNELL RAIN HARRELL, MICHAEL R. SCHULMAN, 2200 ROSS
AVENUE, SUITE 2200, DALLAS, TX 75201-6776
Date Sgnd/Ack Aug 4, 1995
Date Recorded Sep 11, 1995
Brief Assignment of a part of assignor interest

Reel/Frame 1418/0520
Assignor GOOD EATS HOLDING COMPANY, INC. (TX CORP.)
Assignee GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.), SUITE 305E
2811 MCKINNEY AVENUE, DALLAS, TX, 75204
Correspondt LOCKE PURNELL RAIN HARRELL, MICHAEL R. SCHULMAN, 2200 ROSS
AVENUE, SUITE 2200, DALLAS, TEXAS 75201-6776
Date Sgnd/Ack Aug 4, 1995
Date Recorded Oct 13, 1995
Brief Assigns the entire interest and goodwill

Reel/Frame 1694/0076
Assignor EL CHICO RESTAURANTS, INC. (TX CORP.)
Assignor EL CHICO CORPORATION (TX CORP.)
Assignor SOUTHWEST CAFES, INC. (TX CORP.)
Assignor GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.)
Assignee AMRESKO COMMERCIAL LENDING CORPORATION (NV CORP.), SUITE 410
565 WEST MYRTLE STREET, BOISE, ID, 83702-760
Correspondt MOFFATT, THOMAS, BARRETT, ROCK & FIELDS, CHT., THOMAS C.
MORRIS, ESQ., P.O. BOX 829, BOISE, ID 83701

04/25/2001

Date Sgnd/Ack Jan 16, 1998
 Date Recorded Feb 9, 1998
 Brief SECURITY AGREEMENT

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Record 7

Mark GOOD EATS CAFE

Status Renewed
Status Date Sep 25, 2000
Register Principal - Sec. 2(f)

Serial No. 73-752418
Registration No. 1618084

Int'l Class 42 - Miscellaneous Services
Goods/Services RESTAURANT SERVICES
U.S. Class 100
1st Use Apr 27, 1983
Commerce Use Apr 27, 1983

Filing Date Sep 19, 1988
Published Jul 24, 1990
Registered Oct 16, 1990
Renewed Oct 16, 2000

Disclaimer "CAFE"

Affidavits Sec. 8 accepted; Sec. 15 acknowledged

TTAB Proceeding Status Ex parte Appeal
 Terminated Jul 9, 1993

Correspondent MICHAEL R SCHULMAN
 LOCKE LIDDELL & SAPP LLP
 2200 ROSS AVE STE 2200
 DALLAS TX 75201-2748

Registrant EATS CAFE, INC. (TX CORP.)
 C/O LESLIE HOWE, SUITE 304, 3001 LAKE AUSTIN BLVD.
 AUSTIN, TX 78703

Last Owner GOOD EATS FRANCHISE COMPANY, INC. (TX CORP.)
 12200 STEMMONDS FREEWAY #100
 DALLAS, TX 75234

ASSIGNMENTS

Reel/Frame 0777/0536
Assignor EATS CAFE, INC. (TX CORP.)
Assignee VILLAGE CAFE CORPORATION (TX CORP.), 4319 OAK LAWN, DALLAS,
 TX, 75219
Correspondt JOHNSON & GIBBS, 100 FOUNDERS SQUARE, 900 JACKSON STREET,
 DALLAS, TX 75202-4499
Date Sgnd/Ack Mar 26, 1991
Date Recorded Apr 1, 1991
Brief ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL EFFECTIVE FEB.
 22, 1989.

04/25/2001

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
GOOD EATS FRANCHISE COMPANY**

FILED
In the Office of the
Secretary of State of Texas

MAY 21 1999

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation (the "Corporation") hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

1. The name of the Corporation is Good Eats Franchise Company.
2. Article 1. of the Articles of Incorporation is hereby amended so as to read as follows:

"The name of the corporation is Good Eats Franchising, Inc."
3. The amendment set forth in these Articles of Amendment was adopted on May 19, 1999 by unanimous written consent of the board of directors and by unanimous written consent of the shareholders.
4. The number of shares outstanding and entitled to vote on the amendment is 1,000 shares.
5. All shares entitled to vote were cast in favor of the amendment.
6. These Articles of Amendment shall be effective on the 25th day of May, 1999.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by an authorized officer of the Corporation on this the 19th day of May, 1999.

GOOD EATS FRANCHISE COMPANY

By: 

E. Gene Street, President