

06-14-2001

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

REC



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
JB's Restaurants, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State 6-11-01
 Other _____

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

2. Name and address of receiving party(ies)
Name: JB's Family Restaurants, Inc.
Internal Address: _____
Street Address: 1010 West 2610 South
City: Salt Lake City State: AZ ZIP: 84119

Individual _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware JUN 11 2001
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other State of Incorporation Change from Utah to Delaware

Execution Date: _____

4. Application number(s) or trademark number(s):
 A. Trademark Application No(s).
 B. Trademark Registration No(s).
 1,921,228

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Craig J. Madson, MADSON & METCALF
 Internal Address: _____
 Street Address: 15 West South Temple, Suite 900
 City: Salt Lake City State: UT ZIP: 84101

6. Total number of applications and registrations involved 1

7. Total fee (37 CFR 3.41) \$ 40
 Credit Card Payment Form Enclosed
 Authorized to be charged to deposit account (any deficiencies)

8. Deposit account number:
13-0763
 (Attach duplicate copy of this page if paying by deposit account)

06/13/2001 LNUELLER 00000085 1921228 DO NOT USE THIS SPACE
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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.

Craig J. Madson Craig J. Madson June 4, 2001
 Name of Person Signing Signature Date

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

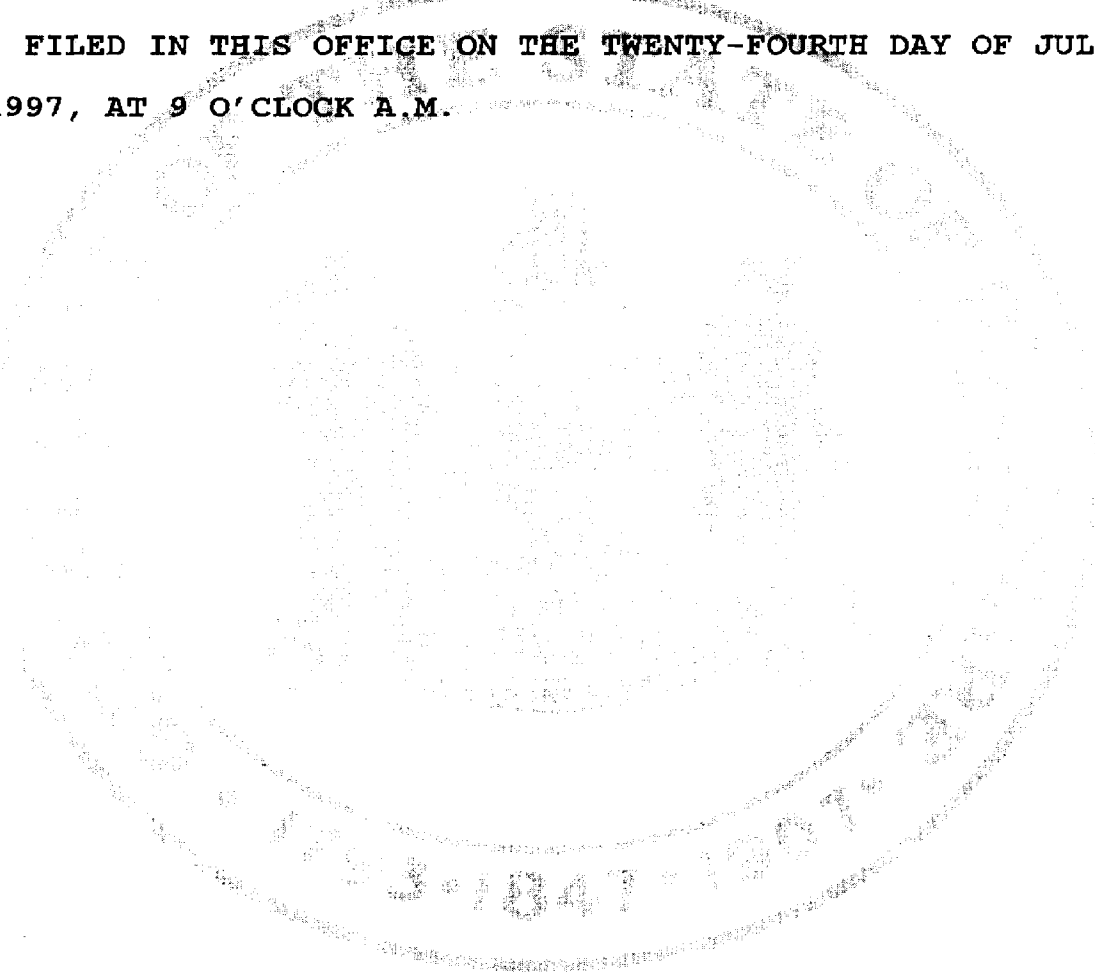
Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002313 FRAME: 0575

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "JB'S RESTAURANTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.



2775993 8100

001403098

Edward J. Freel

Edward J. Freel, Secretary of State

0616559

AUTHENTICATION:

08-14-00

DATE:

TRADEMARK
REEL: 002313 FRAME: 0576

**CERTIFICATE OF INCORPORATION
OF
JB's RESTAURANTS, INC.**

ARTICLE 1

The name of this Corporation is JB's RESTAURANTS, INC.

ARTICLE 2

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805. The name of the Corporation's registered agent at that address is Corporation Service Company in New Castle County.

ARTICLE 3

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

ARTICLE 4

The total number of shares of capital stock which this Corporation has authority to issue is 1,000 shares of Common Stock, \$.001 par value per share.

ARTICLE 5

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and elections of directors need not be by written ballot unless otherwise provided in the Bylaws. The number of directors of the Corporation shall be fixed from time to time by the Board of Directors either by a resolution or Bylaw adopted by the affirmative vote of a majority of the entire Board of Directors.

(b) Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware Statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or by the Bylaws of the Corporation.

ARTICLE 6

A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. Any repeal or modification of this Article 6 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 7

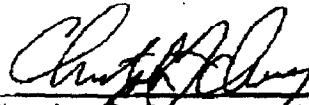
The Board of Directors of the Corporation shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

ARTICLE 8

The name and address of the Incorporator of the Corporation is as follows:

Christopher D. Ivey, Esq.
660 Newport Center Drive
Suite 1600
Newport Beach, California 92660-6441

I, THE UNDERSIGNED, being the Incorporator, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and accordingly, have hereunto set my hand this 24th day of July, 1997.



Christopher D. Ivey, Esq., Incorporator