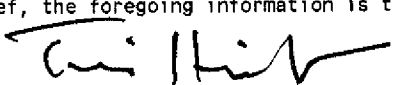


**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

<p>1. NAME OF CONVEYING PARTY</p> <p>SODEXHO MARRIOTT SERVICES, INC.</p> <p>(Delaware corporation)</p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>SODEXHO, INC.</p> <p>9801 Washingtonian Boulevard Gaithersburg, MD 20878</p> <p>(Delaware corporation)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p>CHANGE OF NAME</p> <p>Execution Date: JUNE 20, 2001</p>	
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.:</p> <p>75525345 75529633 75529635 75529636 75572840 75572841 75575909</p> <p>Additional numbers attached? NO.</p>	<p>B. Trademark Registration Nos.</p> <p>[See continuation sheet.]</p> <p>Additional numbers attached? YES.</p>
<p>5. CORRESPONDENCE ADDRESS:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER &amp; STEVENS LLP 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110 Tel. 617-426-5553</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>74</u></p> <p>7. TOTAL FEE DUE: \$ <u>1865</u> The Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: <u>501427</u></p>
<p>DO NOT USE THIS SPACE</p>	
<p align="center">9. STATEMENT AND SIGNATURE</p> <p>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.</p> <p><u>Timothy H. Hiebert</u> Name of Person Signing 4721.01H</p> <p> Signature</p> <p><u>August 29, 2001</u> Signature Date</p> <p>10. Total pages: <u>6</u></p>	

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**TRADEMARK  
REEL: 002318 FRAME: 0516**

## Continuation Sheet

## 4B. Trademark Registration Nos.

823022	2187654
836892	2189339
836893	2229276
1078651	2251622
1314898	2257305
1315170	2257306
1446891	2279494
1461466	2296029
1509523	2299089
1517593	2308024
1519454	2350513
1527458	2363124
1533706	2391913
1536924	2392006
1537759	2412889
1558544	2418028
1560257	2421878
1622483	
1625383	
1647646	
1687830	
1726554	
1775653	
1861312	
1869012	
1876115	
1878796	
1914244	
1924366	
1940854	
2020799	
2032097	
2073743	
2076570	
2084896	
2084897	
2084898	
2093812	
2098219	
2100184	
2103990	
2111475	
2113143	
2141344	
2141345	
2152978	
2155469	
2166219	
2175430	
2184457	

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SODEKHO MARRIOTT SERVICES, INC.", CHANGING ITS NAME FROM "SODEKHO MARRIOTT SERVICES, INC." TO "SODEKHO, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 2001, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1199666

DATE: 06-20-01

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TRADEMARK  
REEL: 002318 FRAME: 0518

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

SODEXHO MARRIOTT SERVICES, INC.

Sodexo Marriott Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The present name of the Corporation is "Sodexo Marriott Services, Inc." The name under which the Corporation was originally incorporated is "Marriott Hotel Productions, Inc." The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 2, 1971.

2. This Amended and Restated Certificate of Incorporation has been duly adopted and proposed to the stockholders of the Corporation by the Board of Directors of the Corporation, and has been approved and adopted by the stockholders of the Corporation, in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.

4. The text of the Certificate of Incorporation as heretofore amended is hereby restated and further amended to read in its entirety as hereinafter set forth:

**FIRST:** The name of the Corporation is Sodexo, Inc.

**SECOND:** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

(NY) 1177007/ANCS,COVYR/DVANCE/empst,rev(10).dml(10/19/01)

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:30 AM 08/20/2001  
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**THIRD:** 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 the same exists or may hereafter be amended ("Delaware Law").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 1000, and the par value of each such share is \$0.01, amounting in the aggregate to \$10.00.

**FIFTH:** The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

**SIXTH:** Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

**SEVENTH:** (1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

(2)(a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed in its corporate name by its duly authorized officer this 20<sup>th</sup> day of June, 2001.

SODEXHO MARRIOTT SERVICES,  
INC.

By: Robert A. Stern  
Name: Robert A. Stern  
Title: Senior Vice President  
and General Counsel

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