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TRADEMARKS ONLY

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

| | |
|--|--|
| 1. Name of conveying party: Papa Gino's Acquisition Corp. 600 Providence Highway Dedham, MA 02026 [X] A Delaware Corporation | 2. Name and address of receiving party: Papa Gino's, Inc. 600 Providence Highway Dedham, MA 02026 [X] A Delaware Corporation |
| 3. Nature of conveyance: Name Change Execution Date: July 22, 1992 | 4. Trademark Registration Nos.: 1,241,353; 1,204,948; 1,135,377 and 904,848 |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Kristen E. Mollnow, Esq. Nixon Peabody LLP Clinton Square Post Office Box 31051 Rochester, New York 14603 | 6. Total number of Registrations involved: 4 |
| 7. Total fee (37 CFR 3.41) \$ 115.00 [X] \$ 115.00 Check is enclosed. | 8. Deposit Account Number: 50-1804 [X] Charge any additional fees to account. |
| DO NOT USE THIS SPACE | |

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original document.

Kristen E. Mollnow
Kristen E. Mollnow

7-30-01
Date

[Total number of pages including Cover Sheet: 4]

08/06/2001 BTOM11 00000132 1241353

01 FC:481 40.00 OP

02 FC:482 75.00 OP

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TRADEMARK
REEL: 002342 FRAME: 0591

EL843656970US

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 07/22/1992
732204015 - 2273271

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
PAPA GINO'S ACQUISITION CORP.**

Papa Gino's Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Board of Directors of the Corporation duly adopted a resolution by unanimous written consent in lieu of a meeting setting forth the proposed amendment to the Certificate of Incorporation of the Corporation, declaring the advisability of the amendment and directing that the amendment be submitted to the sole shareholder of the Corporation for approval in accordance with the provisions of the Delaware General Corporation Law, as amended, and the Certificate of Incorporation and Bylaws of the Corporation. The resolution is as follows:

RESOLVED, that Article I of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

ARTICLE I

Name

The name of the corporation is Papa Gino's, Inc."

2. The sole shareholder of the Corporation approved and adopted the foregoing amendment by written consent in lieu of a meeting.

3. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware, as amended.

4. The capital of the Corporation will not be reduced under or by reason of said amendment.

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State of Delaware

Exhibit A**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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PAPA GINO'S, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF SEPTEMBER, A.D. 1991, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PAPA GINO'S ACQUISITION CORP." TO "PAPA GINO'S, INC.", FILED THE TWENTY-SECOND DAY OF JULY, A.D. 1992, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2273271 8100H

AUTHENTICATION: 1197981

010294290

DATE: 06-19-01

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REEL: 002342 FRAME: 0593

JUL-22-1992 11:05 FROM PAPA GINOS

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Dominic F. Mammola, its Vice President and attested by Dominic F. Mammola its _____ Secretary, this 20th day of June, 1992.

PAPA GINO'S ACQUISITION CORP.

By: Dominic F. Mammola
Dominic F. Mammola
Vice President

ATTEST
Dominic F. Mammola
Secretary