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102134032

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

1. Name of conveying party(ies):  
 Los Tios Mexican Restaurants, Inc. *6-17-02*

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

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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other Conversion

Execution Date: June 30, 2000 & October 2, 2000

2. Name and address of receiving party(ies)  
 Name: Los Tios, Ltd.  
 Internal Address: \_\_\_\_\_  
 Street Address: 10550 Westpark Drive  
 City: Houston State: Texas ZIP: 77042

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

B. Trademark Registration No.(s)  
1217903  
1217904

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Constance G. Rhebergen  
 Internal Address: Bracewell & Patterson, L.L.P.  
 Street Address: P.O. Box 61389  
 City: Houston State: Texas ZIP: 77208-1389

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 130.00  
 Enclosed  
 Additional fees authorized to be charged to deposit account

8. Deposit account number:  
50-0259 (051003.000002 & .000003)  
 (Attach duplicate copy of this page if paying by deposit account)

06/24/2002 JJALLAH2 00000007 1217903  
 01 FC:481                              40.00 DP  
 02 FC:482                              25.00 DP

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.*

Constance G. Rhebergen                              Constance G. Rhebergen                              May 22, 2002  
 Name of Person Signing                              Signature                              Date

06/24/2002 JJALLAH2 00000008 1217903  
 01 FC:481                              40.00 DP  
 02 FC:482                              25.00 DP

Total number of pages including cover sheet, attachments, and document: 7

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



# The State of Texas

*SECRETARY OF STATE*

## CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

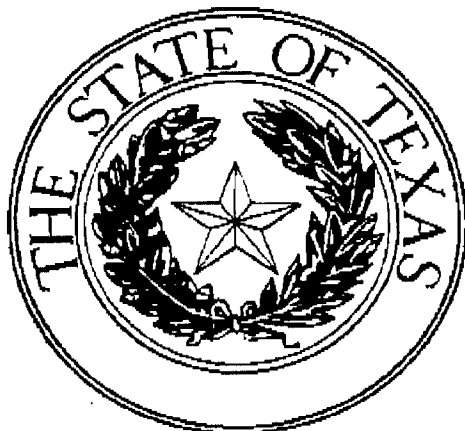
**LOS TIOS MEXICAN RESTAURANTS, INC.**  
(a Texas Corporation)  
converting to

**LOS TIOS MEXICAN RESTAURANTS, LTD.**  
(a Texas Limited Partnership)

have been received in this office and found to conform to law. **ACCORDINGLY,** the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: JUNE 30, 2000

Effective: JUNE 30, 2000



*Elton Bomer*  
Secretary of State

<p>FILED in the Office of the Secretary of State of Texas</p> <p>JUN 3 0 2000</p> <p>CORPORATIONS SECTION</p>
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**ARTICLES OF CONVERSION  
OF  
LOS TIOS MEXICAN RESTAURANTS, INC.**

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act, Los Tios Mexican Restaurants, Inc., the undersigned converting entity, certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act.

1. A plan of conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Los Tios Mexican Restaurants, Inc, a corporation incorporated under the Texas Business Corporation Act, to Los Tios Mexican Restaurants, Ltd., a Texas limited partnership.

2. An executed plan of conversion is on file at the principal place of business of the converting entity at 10550 Westpark Drive, Houston, Texas 77042, and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 10550 Westpark Drive, Houston, Texas 77042.

3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or member or the converting entity or the converted entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws under which Los Tios Mexican Restaurants, Inc., the converting entity, is incorporated and by its constituent documents. The number of outstanding shares of each class or series of stock of Los Tios Mexican Restaurants, Inc. entitled to vote, with other shares or as a class, on the plan of conversion is as follows:

<u>Number of Shares</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to</u>
<u>Outstanding</u>		<u>Vote as a Class or Series</u>
200,000	Common	200,000

5. All issued and outstanding shares voted for the plan of conversion.


6. Two copies of the Certificate of Limited Partnership of Los Tios Mexican Restaurants, Ltd., which is to be created pursuant to the plan of conversion, are being filed with the Secretary of State with the Articles of Conversion and a copy is attached hereto as Exhibit "A."

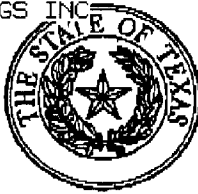
7. Los Tios Mexican Restaurants, Ltd., the converted entity, shall be responsible for the payment of fees and franchise taxes (including penalties and interest), if any, which may be payable by the converting entity to the State of Texas and will be obligated to pay such fees if the same are not timely paid by the converting entity.

8. The conversion will become effective upon the issuance of the certificate of conversion by the Secretary of State unless the conversion's effective date is delayed to a subsequent date and time or conditioned upon the occurrence of a future event pursuant to the provisions of Article 10.03 of the Texas Business Corporation Act and Section 2.12 of the Texas Revised Limited Partnership Act.

Dated: June 30, 2000

LOS TIOS MEXICAN RESTAURANTS, INC.

By:   
Name: Rosemary S. Garbett  
Title: President



The State of Texas  
Secretary of State

OCT. 2, 2000

CAROLE RIGGS, CAMPBELL & RIGGS  
TWO POST OAK CTRL, STE. 2300, 1980 POST OAK  
HOUSTON TX 77056-3810

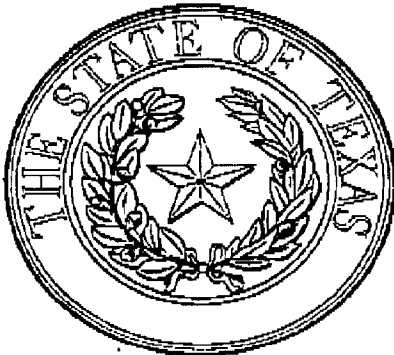
RE:  
LOS TIOS, LTD.  
FILING NUMBER 00136841-10

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR  
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNEKSHIP.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE  
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP** in the Office of the  
Secretary of State of Texas

**OF**

**LOS TIOS MEXICAN RESTAURANTS, LTD.**

FILED  
OCT 02 2000  
Corporations Section

The undersigned limited partnership (the "Partnership") hereby duly executes this Amended and Restated Certificate of Limited Partnership, which is being filed with the Secretary of State in accordance with Sections 2.02 (b) (3) of the Texas Revised Limited Partnership Act (the "Act").

1. The name of the Partnership is Los Tios Mexican Restaurants, Ltd. The partnership resulted from the conversion of Los Tios Mexican Restaurants, Inc., a Texas corporation, to a limited partnership, Los Tios Mexican Restaurants, Ltd., on June 30, 2000.
2. The Certificate is being amended to change the name of the Partnership to Los Tios, Ltd.
3. The Amended and Restated Certificate is as follows:

**ARTICLE ONE**

The name of the Partnership is Los Tios, Ltd.

**ARTICLE TWO**

The address of the registered office of the Partnership is 10550 Westpark Drive, Houston, Texas 77042, and the name of the registered agent is Rosemary S. Garbett and her business office address will be the same as the registered office address.

**ARTICLE THREE**

The address of the principal office of the Partnership where its partnership records are to be kept or made available under Section 1.07 of the Act is 10550 Westpark Drive, Houston, Texas 77042.

**ARTICLE FOUR**

The name, the mailing and business address of the general partner of the Partnership are as follows:

<u>Name</u>	<u>Mailing and Business Address</u>
RMSG, LLC	10550 Westpark Drive Houston, Texas 77042

EXECUTED on this 29<sup>th</sup> day of Sept. 2000.

RMSG, LLC, a Texas limited liability  
company, its general partner

By: Rosemary S. Garbett  
Rosemary S. Garbett, Manager