

FORM PTO 1594  
(Rev. 6-93)

11-26-2002

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



To the Honorable Commis.

102293243

ached original documents or copy thereof.

1. Name of conveying party(ies):  
Burger Bros., Inc.

*11-20-02*

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

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

2. Name and address of receiving party(ies)  
Name: Holiday Gander Acquiring Co.  
Street Address: 4567 West 80<sup>th</sup> Street  
City: Bloomington State: MN ZIP: 55437

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

Execution Date: December 31, 1996

4. Application number(s) or patent number(s):  
A. Trademark Application No.(s)

B. Trademark Registration No.(s): 1,309,488

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Travis L. Bachman  
Internal Address: Dorsey & Whitney LLP  
Street Address: Suite 1500, 50 South Sixth Street  
City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00  
 Enclosed  
 Authorized to be charged to deposit account \_\_\_\_\_

8. Deposit account number:  
04-1420  
(Attach duplicate copy of this page if paying by deposit account)

RECEIVED IN RECORDS  
 FINANCE SECTION  
 NOV 20 AM 9:37

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.

Travis L. Bachman                              *[Signature]*                              November 15, 2002  
 Name of person Signing                              Signature                              Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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BOX ASSIGNMENT  
Director - U.S. Patent and Trademark Office  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**CERTIFICATE OF MERGER  
OF  
BURGER BROS., INC.  
a Minnesota corporation,  
WITH AND INTO  
HOLIDAY GANDER ACQUIRING CO.  
a Delaware corporation**

(Delaware)

The undersigned corporation, Holiday Gander Acquiring Co., a corporation duly organized and existing under the laws of the State of Delaware, does hereby certify as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

| <u>Name</u>   | <u>State of Incorporation</u> |
|---|-------------------------------|
| Burger Bros., Inc. ("Burger Bros.")                                     | Minnesota                     |
| Holiday Gander Acquiring Co.<br>("Holiday Gander Delaware Corporation") | Delaware                      |

SECOND: That an Agreement and Plan of Merger dated as of December 23, 1996, by and between Burger Bros. and Holiday Gander Delaware Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the merger is Holiday Gander Acquiring Co.

FOURTH: That the Certificate of Incorporation of Holiday Gander Delaware Corporation is the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, and the address of such principal place of business is 4567 West 80th Street, Bloomington, Minnesota 55437.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of Burger Bros. or Holiday Gander Delaware Corporation.

SEVENTH: That the authorized capital stock of the foreign corporation which is party to the merger is as follows:

| <u>Corporation</u> | <u>Class</u> | <u>Number of<br/>Shares</u> | <u>Par Value per<br/>Share</u> |
|--------------------|--------------|-----------------------------|--------------------------------|
| Burger Bros.       | Common       | 10,000                      | \$.01                          |

EIGHTH: That the merger of Burger Bros. into Holiday Gander Delaware Corporation shall be effective on December 31, 1996 at 9:00 a.m Central Standard Time.

\* \* \* \* \*

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officer of Holiday Gander Delaware Corporation this 23rd day of December, 1996.

HOLIDAY GANDER ACQUIRING CO.

By B. A. Erickson  
Name: *Brian A. Erickson*  
Title: *President*

M1:0206117.02

CERTIFICATE OF INCORPORATION  
OF  
HOLIDAY GANDER ACQUIRING CO.

The undersigned incorporator, being a natural person 18 years of age or older, in order to form a corporate entity under Delaware General Corporation Law, hereby sets forth the following Certificate of Incorporation;

ARTICLE I

The name of this Corporation is Holiday Gander Acquiring Co.

ARTICLE II

The address of the registered office of this Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, located in New Castle County.

The registered agent at that address is The Corporation Trust Company.

ARTICLE III

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which this Corporation has the authority to issue is 10,000 shares, having a par value of \$0.01 per share.

ARTICLE V

The name and mailing address of the incorporator of this Corporation is Andrew J. Ritten, 2200 Norwest Center, 90 South Seventh Street, Minneapolis, MN 55402.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 PM 11/27/1996  
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TRADEMARK  
REEL: 002622 FRAME: 0371

ARTICLE VI

Except as may otherwise be provided by law, the books of the Corporation may be kept outside of the State of Delaware at such place or places as the Board of Directors may designate.

ARTICLE VII

Elections of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal by-laws of the Corporation, without any action on the part of the stockholders. The by-laws made by the directors may be adopted, amended or repealed by the stockholders. Any specific provision in the by-laws regarding amendment thereof shall be controlling.

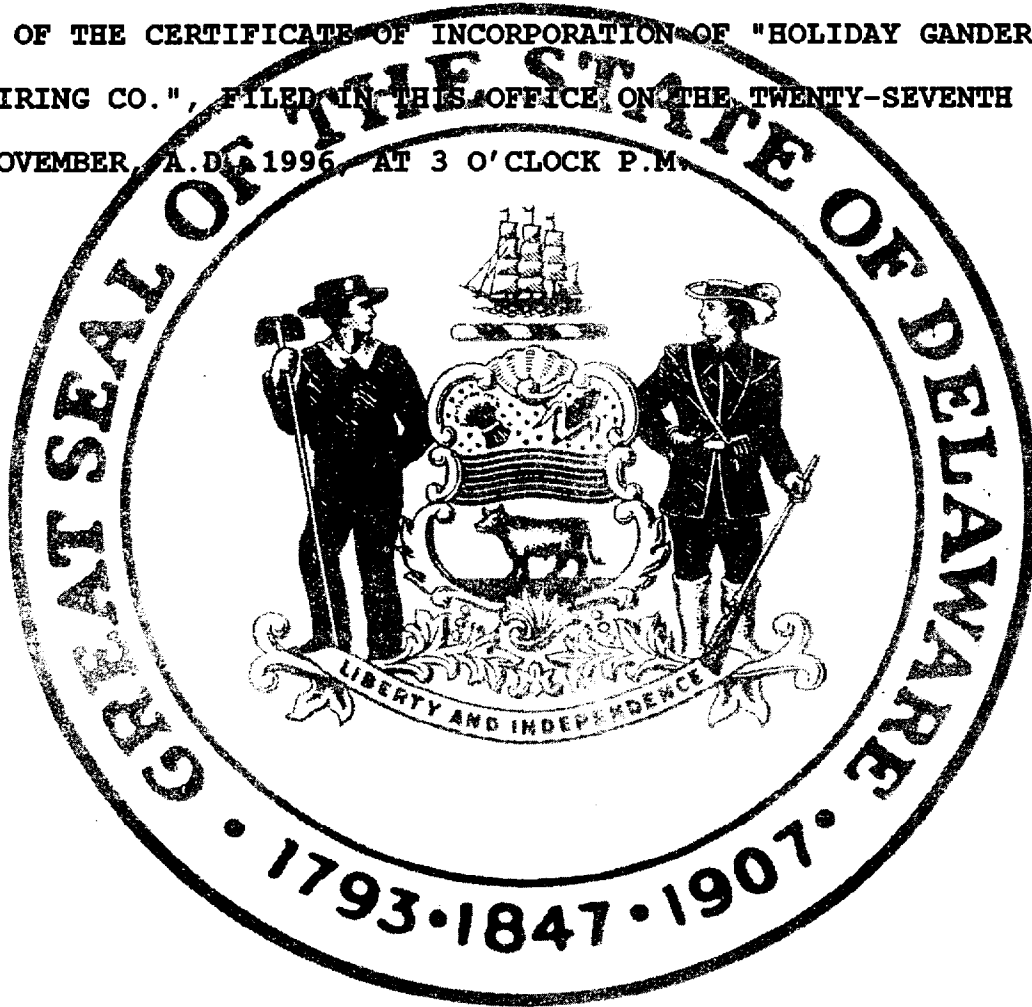
ARTICLE IX

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director, provided, however, that this Article shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's 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 law, (iii) under Section 174 of the General Corporation Law of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 27<sup>th</sup> day of November, 1996.

  
Andrew J. Ritten

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 "HOLIDAY GANDER ACQUIRING CO.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 1996, AT 3 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2689109 8100

AUTHENTICATION: 8215018

960349266

DATE: 12-02-96