

703-306-5995

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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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):

Balducci Enterprises, Inc.
11-02 Queens Plaza South
Long Island City, New York 11101-4908

- Individual(s)
- General Partnership
- Association
- Limited Partnership

Corporation-State . New York
 Other: _____

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

2. Name and address of receiving party(ies)

Name: **SPGNY II, LLC**

Internal
Address: _____

Street Address: **6903 Rockledge Drive**

City: **Bethesda** State: **MD** Zip: **20817**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State .
- Other **Delaware limited liability company**

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
- Security Agreement
- Merger
- Change of Name

Other _____

Execution Date: **June 24, 2002**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**1334363 2213997 1340806 1340807 2212436 2227334
2641491 2190646**

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Michael Bevilacqua, Esquire**

Internal Address: **Hale and Dorr LLP**

Street Address: **60 State Street**

City: **Boston** State: **Massachusetts** Zip: **02109**

6. Total number of applications and registrations involved:

eight (8)

7. Total fee (37 CFR 3.41).....\$ **215.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

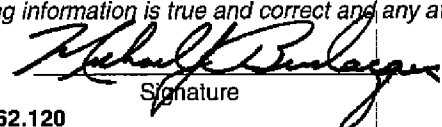
DO NOT USE THIS SPACE

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.

Michael Bevilacqua, Esquire

Name of Person Signing



Signature

April 28, 2003

Date

Hale and Dorr LLP Attorney Reference Number: **104.362.120**

Total number of pages including cover sheet, attachments, and document: **5**

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

Return Fax: 617-526-5000

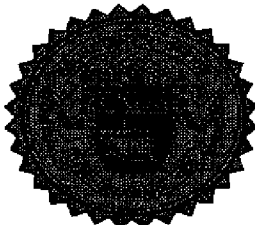
Delaware

PAGE 1

The First State

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 CERTIFICATE OF MERGER, WHICH MERGES:

"BALDUCCI ENTERPRISES, INC.", A NEW YORK CORPORATION, WITH AND INTO "SPGNY II, LLC" UNDER THE NAME OF "SPGNY II, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 2002, AT 11:10 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1849114

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020405456

DATE: 06/24/02 TRADEMARK
REEL: 002641 FRAME: 0197

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 11:10 AM 06/24/2002
 020405456 - 3539664

CERTIFICATE OF MERGER
OF
BALDUCCI ENTERPRISES, INC.
(a New York corporation)
INTO
SPGNY II, LLC
(a Delaware limited liability company)

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act of the State of Delaware, SPGNY II, LLC, a limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act, and Balducci Enterprises, Inc., a corporation organized and existing under and by virtue of the Business Corporation Statute of the State of New York, each do hereby certify:

FIRST: That the name and state of incorporation of each of the constituent business entities of the merger is as follows:

<u>Name</u>	<u>State of Formation or Incorporation</u>
SPGNY II, LLC	Delaware
Balducci Enterprises, Inc.	New York

SECOND: That an Agreement and Plan of Merger, dated as of June 21, 2002 (the "Merger Agreement"), by and between the constituent business entities has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities in accordance with the requirements of Subsection (c) of Section 18-209 of the Delaware Limited Liability Company Act and Section 904-a of the Business Corporation Statute of the State of New York.

THIRD: That the name of the surviving business entity of the merger is SPGNY II, LLC.

FOURTH: That the Certificate of Formation of the surviving business entity shall be the Certificate of SPGNY II, LLC, as amended and in effect on the date hereof.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the surviving business entity. The address of said principal place of business is c/o Sutton Place Gourmet, Inc., 6903 Rockledge Drive, Bethesda, Maryland, 20817.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving business entity upon request and without cost to any member or stockholder of any constituent business entity.

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MON 06 04 55 10 02 '02

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed by the undersigned this 21st day of June, 2002.

SPGNY II, LLC

By: SPGNY, LLC
Its: Sole Member

By: /s/ Gary J. Evans
Gary J. Evans
Chief Financial Officer and Treasurer

BALDUCCI ENTERPRISES, INC.

By: /s/ Gary J. Evans
Gary J. Evans
Chief Financial Officer and Treasurer