

01-21-2003

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



EET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨

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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):
 H.K.H., L.L.C.
1-15-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Michigan
 Other Limited Liability Company Arizona

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

2. Name and address of receiving party(ies)
 Name: RA Scottsdale Corp.
 Internal Address: _____
 Street Address: 3815 North Scottsdale Road
 City: Scottsdale State: AZ Zip: 85251

Individual(s) citizenship _____
 Association _____
 General partnership _____
 Corporation-State 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 3, 2002

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
2,209,246

OFFICE OF PATENT RECORDS
 2003 JAN 15 AM 11:29
 FINANCE SECTION

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Glenn Spencer Bacal
 Internal Address: Quarles & Brady
Streich Lang, LLP

 Street Address: One Renaissance Square
Two North Central Avenue
 City: Phoenix State: AZ Zip: 85004

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:
17-0055

DO NOT USE THIS SPACE

9. Signature.

Glenn Spencer Bacal *[Signature]* January 15, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

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CERTIFICATE OF MERGER

OF

H.K.H., L.L.C.

[an Arizona limited liability company]

AND

RA SCOTTSDALE CORP.

[a Delaware corporation]

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(I) **H.K.H., L.L.C.**, which is organized under the laws of the State of Arizona; and

(ii) **RA Scottsdale Corp.**, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Section 264 of the Delaware General Corporation Law, to wit, by H.K.H., L.L.C. in accordance with the laws of the State of its organization and by RA Scottsdale Corp., a Delaware corporation, in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is RA Scottsdale Corp., a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of RA Scottsdale Corp., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. The executed Agreement of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as

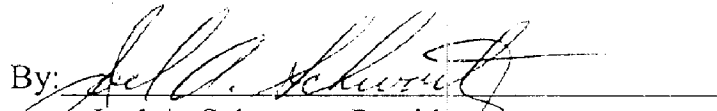
follows:

% Benihana Inc.
8685 Northwest 53rd Terrace
Miami, Florida 33166

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder or member of each of the aforesaid constituent entities.

Executed on this 3rd day of December, 2002.

RA SCOTTSDALE CORP., a Delaware corporation

By: 
Joel A. Schwartz, President