

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CiCi Enterprises, Inc.		09/22/2003	CORPORATION:

RECEIVING PARTY DATA	
Name:	CiCi Enterprises, LP
Street Address:	1080 West Bethel Road
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019
Entity Type:	Delaware Limited Partnership:

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	1712523	CICI'S
Registration Number:	2680694	CICI'S
Registration Number:	2672120	FRESH TASTE AT A GREAT PRICE
Registration Number:	2033159	THE BEST PIZZA VALUE ANYWHERE
Registration Number:	2736186	

CORRESPONDENCE DATA	
Fax Number:	(312)236-7516
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	ch.tm@piperrudnick.com
Correspondent Name:	Mark I. Feldman, Esq.
Address Line 1:	Piper Rudnick LLP P.O. Box 64807
Address Line 4:	Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	220091-000002
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NAME OF SUBMITTER:	Laura Janson
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Total Attachments: 2	TRADEMARK
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900002198

REEL: 002723 FRAME: 0518

CH \$140.00 1712523

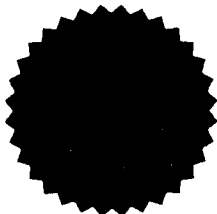
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "CICI ENTERPRISES, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "CICI ENTERPRISES, INC." TO "CICI ENTERPRISES, LP", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 4:10 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3706274 8100V

AUTHENTICATION: 2645621

030607441

DATE: 09-22-03

TRADEMARK
REEL: 002723 FRAME: 0520

**CERTIFICATE OF CONVERSION
TO
LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "DRULPA"), the undersigned CiCi Enterprises, Inc., a Texas corporation (the "Corporation"), hereby certifies to and authorizes the filing with the Secretary of State of Delaware the following Certificate of Conversion:

1. The date of filing of the Corporation's original certificate of incorporation was December 13, 1984.
2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is CiCi Enterprises, Inc., a Texas corporation.
3. The name of the limited partnership into which the Corporation is converting is CiCi Enterprises, LP (the "Partnership").
4. The conversion of the Corporation into the Partnership (the "Conversion") shall become effective upon the filing of the this Certificate of Conversion with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be executed on this 22nd day of September, 2003.

CICI ENTERPRISES, INC.

By: 
Name: Craig H. Moore
Title: Resident

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