

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RA Mark Corp.		05/21/2003	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

Name:	Restaurant Associates Corp.
Street Address:	120 West 45th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1313964	MAMMA LEONE'S
Serial Number:	76465162	MAMMA LEONE'S
Registration Number:	1565201	THE SEA GRILL

## CORRESPONDENCE DATA

Fax Number: (704)295-5389

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 704-328-2838

Email: kathy.keller@compass-usa.com

Correspondent Name: Kathy A. Keller

Address Line 1: 2400 Yorkmont Road

Address Line 4: Charlotte, NORTH CAROLINA 28217

ATTORNEY DOCKET NUMBER:

RESTAURANT ASSOCIATES

NAME OF SUBMITTER:

Kathy A. Keller

Total Attachments: 3

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TRADEMARK

REEL: 002825 FRAME: 0196

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OP \$90.00 1313964



# Delaware

PAGE 1

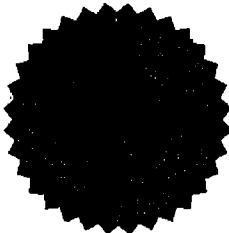
*The First State*

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:

"RA MARK CORP.", A DELAWARE CORPORATION,

WITH AND INTO "RESTAURANT ASSOCIATES CORP." UNDER THE NAME OF "RESTAURANT ASSOCIATES CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF MAY, A.D. 2003, AT 1:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0671030 8100M

030331062

AUTHENTICATION: 2429160

TRADEMARK

DATE: 05-21-03

REEL: 002825 FRAME: 0198

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:54 PM 05/21/2003  
FILED 01:43 PM 05/21/2003  
SRV 030331062 - 0671030 FILE

**CERTIFICATE OF MERGER**  
**OF**  
**RA MARK CORP., a Delaware corporation**  
**INTO**  
**RESTAURANT ASSOCIATES CORP., a Delaware corporation**

\*\*\*\*\*

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of Incorporation of each of the constituent corporations of the merger is as follows:

- (a) RA Mark Corp., a Delaware corporation
- (b) Restaurant Associates Corp., a Delaware corporation

**SECOND:** That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

**THIRD:** That the surviving corporation of the merger is Restaurant Associates Corp., which will continue its existence under the same name.

**FOURTH:** That the Certificate of Incorporation of Restaurant Associates Corp., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation until further amended or changed pursuant to the General Corporation Law of Delaware.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 120 West 45<sup>th</sup> Street, New York, NY 10036.

**TRADEMARK**

**REEL: 002825 FRAME: 0199**

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 stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective upon filing with the Delaware Secretary of State.

Dated: May 20, 2003

RESTAURANT ASSOCIATES CORP.

By: Laurence B. Jones  
Laurence B. Jones, Vice President

TRADEMARK