

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rusty Pelican Restaurants, Inc.		12/19/2001	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Rusty Pelican Investments, Inc.
Street Address:	940 Calle Negocis, Suite 250
City:	San Clemente
State/Country:	CALIFORNIA
Postal Code:	92673
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2169631	SAFEGUARD OUR OCEANS!

CORRESPONDENCE DATA	
Fax Number:	(415)576-0300
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	303-571-4000
Email:	denverteas@townsend.com
Correspondent Name:	Lesley S. Craig
Address Line 1:	Two Embarcadero Center, 8th Floor
Address Line 4:	San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	17262-002200
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NAME OF SUBMITTER:	Lesley S. Craig
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Total Attachments: 4
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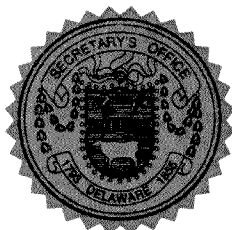
Delaware

The First State

PAGE 1

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 OF "RUSTY PELICAN INVESTMENTS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2982634 8100

040423011

AUTHENTICATION: 3191428

DATE: 06-23-04

TRADEMARK
REEL: 002881 FRAME: 0101

**Certificate of Merger of
Rusty Pelican Restaurants, Inc.,
a California corporation,
with and into
Rusty Pelican Investments, Inc.,
a Delaware corporation,
which shall be the surviving corporation of the merger.**

The undersigned corporations DO HEREBY CERTIFY THAT:

FIRST: The name and states of incorporation of each of the constituent corporations of the merger are as follows:

Rusty Pelican Restaurants, Inc., a California corporation
Rusty Pelican Investments, Inc., a Delaware corporation ("Survivor")

SECOND: An Agreement and Plan of Merger (the "Agreement of Merger") by and between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of Subchapter IX of the Delaware General Corporation Law.

THIRD: Effective December 29, 2001 (the "Effective Date"), Rusty Pelican Restaurants, Inc. shall be merged with and into Survivor and the separate existence of Rusty Pelican Restaurants, Inc. shall cease, with the effect that Survivor shall thereupon possess and be vested with all the rights, privileges, immunities, franchises, causes of action and property and be responsible and liable for all the liabilities and obligations of Rusty Pelican Restaurants, Inc. Upon the Effective Date, each outstanding share of Rusty Pelican Restaurants, Inc. shall be cancelled, and Survivor shall issue one share of the common stock of Survivor for each cancelled share to the holders of such cancelled shares.

FOURTH: From and after the Effective Date, the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Survivor.

FIFTH: The executed Agreement of Merger is on file at an office of Survivor at 940 Calle Negocio, Suite 250, San Clemente, CA 92673.

SIXTH: A copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: Rusty Pelican Restaurants, Inc. is authorized to issue 2,000,000 shares of each of its two classes of stock designated as Common and Preferred, respectively.

EIGHTH: This Certificate of Merger shall be effective on the Effective Date unless terminated prior to that date by the board of directors of any constituent corporation.

Rusty Pelican Restaurants, Inc.


By: *Gordon H. Miles*
Name: GORDON H. MILES
Title: CHAIRMAN

Rusty Pelican Investments, Inc.

By: *Andrew H. McQuarrie*
Name: Andrew H. McQuarrie
Title: President

I, Richard H. Brown, Assistant Secretary of Rusty Pelican Investments, Inc., do hereby certify that the Agreement of Merger was adopted pursuant to Section 252 and Subsection 251(f) of the Delaware General Corporation Law and that no shares of stock of Survivor were issued prior to the adoption by the board of directors of the resolution approving the Agreement of Merger.

IN WITNESS WHEREOF the undersigned has executed this Certificate as of the 29th day of December 2001.


Assistant Secretary
Richard H. Brown