

2/19/04

02-23-2004

ET



102674880

To the Honorable Commissioner of
thereof.

attached original document or copy

1. Name of conveying party(ies):
 Select Restaurants Acquisition Corporation

Individual (s) Association (banking)
 General Partnership Limited Partnership
 Corporation - State of Ohio
 Other _____

2. Name and Address of receiving party(ies):
 Name : Select Management Holdings, Inc.

Street Address: 2000 Auburn Drive
 City Cleveland State OH Zip 44122
 Individual (s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - State of Ohio
 Other _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No N/A
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

Execution Date: September 1, 1998

4. Application number(s) or trademark number(s)
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

5. Name and address of person to whom correspondence concerning document should be mailed:
 Name: Charma L. Murphy, Legal Assistant
 Internal Address: Porter, Wright, Morris & Arthur
 Street Address: 41 South High Street
 City: Columbus State: OH ZIP: 43215

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 16-2326
 (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 documents.

Laurie N. Jacques
 Name of Person Signing

Laurie N. Jacques
 Signature

February 17, 2004
 Date

Total number of pages comprising cover sheet: 2

FEB 19 AM 7:04
 PR/FINANCE

Do not detach this portion
 Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
 Director of the U.S. Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

02/20/2004 DBYRNE 00000004 1305529
 01 FC:0521 40.00 OP
 02 FC:0522 75.00 OP

TRADEMARK
REEL: 002917 FRAME: 0637

SCHEDULE

4.

<i>Mark</i>	<i>Serial No.</i>	<i>Filing Date</i>	<i>Reg. No.</i>	<i>Reg. Date</i>
PARKERS' LIGHTHOUSE and Design	73458155	12/22/1983	1305529	11/13/1984
Design	73458154	12/22/1983	1353357	08/07/1985
PARKERS' LIGHTHOUSE	73/583420	02/18/1986	1410928	09/23/1986
RUSTYSCUPPER and Design	73530604	04/04/1985	1362707	09/24/1985

US/01125691.01

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of MERGER of SELECT RESTAURANT ACQUISITIONS CORPORATION, an Ohio corporation, Charter No. 826572, having its principal location in Pepper Pike Village, County of Cuyahoga, was incorporated on September 2, 1992, merging into: SELECT MANAGEMENT HOLDINGS, INC., survivor of said merger, an Ohio corporation, Charter No. 826536, was filed in this office on September 23, 1998, recorded on Din 199827202701 of the Records of Incorporation. Said surviving corporation, SELECT MANAGEMENT HOLDINGS, INC., an Ohio corporation, Charter No. 826536, having its principal location in Pepper Pike Village, County of Cuyahoga, was incorporated on August 26, 1992 and is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal at

Columbus, Ohio on

April 24, 2002



A handwritten signature in cursive script that reads "J. Kenneth Blackwell".



J. Kenneth Blackwell
Secretary of State

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 10/5/1998	199827202701	MER MERGER/DOMESTIC	50.00	0.00	0.00	0.00	0.00
TOTAL			50.00	0.00	0.00	0.00	0.00

Return To:
PORTER,WRIGHT,MORRIS & ARTHUR
ATTN L B JOHNSON
925 EUCLID AVE
CLEVELAND, OH 44115-1483

-----cut along the dotted line-----



The State of Ohio
 *Certificate* 

Secretary of State - Bob Taft

826536

It is hereby certified that the Secretary of State of Ohio has custody of the business records for SELECT MANAGEMENT HOLDINGS, INC. and that said business records show the filing and recording of:

Document(s)
 MERGER/DOMESTIC

Document No(s):
 199827202701

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 23rd day of
 September, A.D. 1998



Bob Taft
 Bob Taft
 Secretary of State

	DATE	TRANSACTION NO.	TRANSACTION DESCRIPTION
1.	10/ 5/1998	199827202701	Merged Out of Existence (MEX)

Mail To:
 PORTER, WRIGHT, MORRIS & ARTHUR
 ATTN L B JOHNSON
 925 EUCLID AVE
 CLEVELAND, OH 44115-1483

-----cut along dotted line-----



The State of Ohio
 ❖ *Certificate* ❖
 Secretary of State - Bob Taft

826572

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for
 SELECT RESTAURANT ACQUISITIONS CORPORATION and that said business records show
 the recording of:*

MERGED OUT OF EXISTENCE

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 23rd day of
 September, A.D. 1998



Bob Taft
 Bob Taft
 Secretary of State



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

SELECT MANAGEMENT HOLDINGS, INC.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger) (complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

RECEIVED

SEP 23 1998

BOB TAFT
SECRETARY OF STATE



- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>Select Restaurant Acquisitions Corporation</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Lance B. Johnson, Esq.</u>	<u>925 Euclid Avenue, Suite 1700</u> (street and number) <u>Cleveland, Ohio 44115</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>Lance B. Johnson</u>	<u>925 Euclid Avenue, Suite 1700</u>
	<small>(complete street address)</small>
	<u>Cleveland, Ohio 44115</u>
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____



2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
under the laws of the state/country of _____
month day year
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Select Restaurant Acquisitions
exact name of entity _____ Corporation
By: [Signature]
Its: John Quagliata, President
Date: September 1, 1998

Select Management Holdings, Inc.
exact name of entity _____
By: [Signature]
Its: John Quagliata, President
Date: September 1, 1998

exact name of entity _____
By: _____
Its: _____
Date: _____

exact name of entity _____
By: _____
Its: _____
Date: _____

exact name of entity _____
By: _____
Its: _____
Date: _____

exact name of entity _____
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Date: _____

exact name of entity _____
By: _____
Its: _____
Date: _____

exact name of entity _____
By: _____
Its: _____
Date: _____

exact name of entity _____
By: _____
Its: _____
Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)

APPROVED:
Legal [Signature]

