

3/16/04

03-22-2004

Form PTO-1594 (Rev. 10/02) OMB No. C651-0027 (exp. 6/30/2005)

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

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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) Pretzel Time, Inc., a Pennsylvania Corporation

2. Name and address of receiving party(ies) Name: Pretzel Time of Utah, Inc. Internal Address: Street Address: 2855 E. Cottonwood Pkwy. Ste. 400 City: Salt Lake State: Utah Zip: 84121

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: January 27, 2000

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Utah 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

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 2,495,593 1,875,649 1,778,178 2,446,885

B. Trademark Registration No.(s) 2,495,593 1,875,649 1,778,178 2,446,885 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Rena Miller Internal Address: (801) 736-5711 Street Address: 2855 E. Cottonwood Pkwy. Suite 400 City: Salt Lake State: Utah Zip: 84121

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: (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 document. Rena Miller, Asst. Gen. Counsel Name of Person Signing Signature Date 3/16/04


Total number of pages including cover sheet, attachments, and document: 22

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

03/19/2004 LMUELLER 00000039 2495593 01 FC:8523 40.00 DP 02 FC:8522 75.00 DP

TRADEMARK REEL: 002936 FRAME: 0137

www.
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State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 21 day of Jan 2000
at the office of this Division and hereby issue
this Certificate thereof.
Examiner _____ Date 1/21/00


ARTICLES OF MERGER

OF

PRETZEL TIME, INC.,
a Pennsylvania corporation

INTO

PRETZEL TIME OF UTAH, INC.,
a Utah corporation

January 21, 2000

In accordance with Sections 16-10a-1105 and 16-10a-1107 of the Utah Revised Business Corporation Act (the "URBCA"), PRETZEL TIME OF UTAH, INC., a Utah corporation ("PT UTAH"), hereby declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Agreement and Plan of Merger, dated as of January 21, 2000 (the "Plan of Merger"), by and among PRETZEL TIME, INC., a Pennsylvania corporation ("PTI"), and PT UTAH, is attached hereto as Exhibit "A" and is incorporated herein by reference.

ARTICLE TWO

Shareholder Approval

No shareholder approval was required on behalf of PT UTAH. The shareholders of PTI were required to approve the Plan of Merger. No shareholders were entitled to vote separately in voting groups. All of the 100 outstanding shares of PTI common stock were voted to approve the Plan of Merger.

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01-27-00 P12:25 IN

RECEIVED

JAN 26 2000

Utah Div. of Corp
& Comm. Code

ARTICLE THREE

Amendment to Articles of Incorporation of PT UTAH

As provided in the Plan of Merger, the Articles of Amendment to the Articles of Incorporation of PT UTAH, in the form attached hereto as Exhibit "B", shall be effective upon filing of the Articles of Merger with the Division of Corporations and Commercial Code of the State of Utah.

ARTICLE FOUR

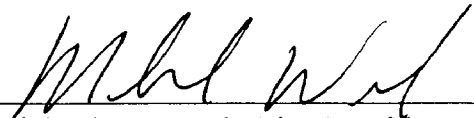
Effective Date

Pursuant to Section 16-10a-1105(2), these Articles of Merger shall be effective on the date they are filed with the Division of Corporations and Commercial Code of the State of Utah.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, PRETZEL TIME OF UTAH, INC., hereby certifies to the truth of the facts stated herein and executes and delivers these Articles of Merger this 21 day of January, 2000.

PRETZEL TIME OF UTAH, INC.

By: 
Michael R. Ward, Vice President

MAILING ADDRESS

If, upon completion of filing of the above Articles of Merger, the Division elects to send a copy of the Articles of Merger to PT UTAH by mail, the address to which the copy should be mailed is:

PRETZEL TIME OF UTAH, INC.
2855 Cottonwood Parkway
Suite 400
Salt Lake City, UT 84121
Attention: Michael R. Ward, Vice President

EXHIBIT A

[Attach Plan of Merger]

**AGREEMENT AND PLAN OF MERGER
OF PRETZEL TIME OF UTAH, INC., A UTAH CORPORATION,
AND PRETZEL TIME, INC., A PENNSYLVANIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 21, 2000 (the "Agreement"), is made and entered into between Pretzel Time of Utah, Inc., a Utah corporation ("PT Utah") and Pretzel Time, Inc., a Pennsylvania corporation ("PTI").

R E C I T A L S:

A. PT Utah is a corporation duly organized and existing under the laws of the State of Utah and has authorized capital of 1,000 shares, which are designated as Common Stock, none of which are issued and outstanding on the date hereof.

B. PTI is a corporation duly organized and existing under the laws of the State of Pennsylvania and has an authorized capital of 1,000 shares of common stock, par value \$10.00, 100 of which are issued and outstanding, and 500 shares of non-voting preferred stock, none of which are issued and outstanding as of the date hereof.

C. The Board of Directors of PTI has determined that, for the purpose of effecting the reincorporation and change of domicile of PTI to the State of Utah, it is advisable that PTI merge with and into PT Utah upon the terms and conditions herein provided.

D. The respective Boards of Directors of PTI and PT Utah have approved this Agreement. The Board of directors of PTI has directed that this Agreement be submitted to its shareholders for their approval. No shareholder approval was required on behalf of PT Utah.

E. The parties intend to accomplish a tax free reorganization pursuant to Section 368 of the Internal Revenue Code, as amended.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Pennsylvania Business Corporations Act ("Pennsylvania Law") and the Revised Business Corporation Act of the State of Utah ("Utah Law"), PTI shall be merged with and into PT Utah (the "Merger"), and PT Utah shall be, and is herein sometimes referred to as, the "Surviving Corporation", and the name of the Surviving Corporation shall be "Pretzel Time of Utah, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective upon the date when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of PTI in accordance with the requirements of Pennsylvania Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Articles of Merger meeting the requirements of Pennsylvania Law with an executed counterpart of this Agreement shall have been filed with the Secretary of State of the State of Pennsylvania; and

(d) An executed Articles of Merger meeting the requirements of Utah Law or a counterpart of this Agreement shall have been filed with the Division of Corporations, State of Utah.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of Merger." Notwithstanding the foregoing, in the discretion of the officers of PTI and PT Utah, the Effective Date may be deferred if it is advisable for accounting or other purposes to do so.

1.3 Articles of Incorporation. The Articles of Incorporation of PT Utah in effect immediately prior to the Effective Date of Merger, as amended by the Articles of Amendment to Articles of Incorporation attached to the Articles of Merger to be effective upon filing of the Articles of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

1.4 By-Laws. The By-Laws of PT Utah as in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the By-Laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

1.5 Directors and Officers. The directors and officers of PT Utah immediately prior to the Effective Date of Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation, or the By-Laws of the Surviving Corporation.

1.6 Effect of Merger. Upon the Effective Date of Merger, the separate existence of PTI shall cease and, all as more fully provided under the applicable provisions of Pennsylvania Law and Utah Law, PT Utah, as the Surviving Corporation, shall (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of Merger; (ii) be subject to all actions previously taken by the PT Utah Board of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of PT Utah; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of Merger; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of PTI in the same manner as if PT Utah had itself incurred them.

II. MANNER OF CONVERSION OF STOCK

2.1 PTI Common Stock. Upon the Effective Date of Merger, each share of Common Stock of PTI issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock of the Surviving Corporation.

2.2 Exchange of Certificates. After the Effective Date of Merger, each holder of an outstanding certificate representing shares of PTI stock may at such shareholder's option surrender the same for cancellation to the principal offices of the Surviving Corporation (or its transfer agent), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock, as applicable, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of PTI Common Stock shall be deemed for all purposes to

represent the number of shares of the Surviving Corporation's Common Stock into which such shares of PTI were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation, have and be entitled to exercise any voting and other rights with respect to, and to receive dividends and other distributions upon, the shares of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of PTI so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

III. GENERAL

3.1 Covenants of PT Utah. PT Utah covenants and agrees that it will, on or before the Effective Date of Merger:

(a) Qualify to do business as a foreign corporation in the State of Pennsylvania and in connection therewith establish a registered office and a registered agent as required by the laws of the State of Pennsylvania.

(b) File any and all documents with the tax authority of the State of Pennsylvania necessary for the assumption by PT Utah of all the Pennsylvania state tax liabilities of PTI.

3.2 Abandonment. At any time before the Effective Date of Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either PTI and PT Utah, or both, notwithstanding the approval of this Agreement by the shareholders of the corporations.

3.3 Amendment. The Boards of Directors of PTI and PT Utah may amend this Agreement at any time prior to the filing of this Agreement (or articles in lieu thereof) with the Secretary of State of the State of Pennsylvania and the Division of Corporations and Commercial Code, State of Utah, provided that an amendment made subsequent to the adoption of the Agreement by the shareholders of PTI shall not alter or change: (i) the

amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of PTI; (ii) any term of the Articles of Incorporation of the Surviving Corporation to be effected by the merger or consolidation, as amended by the Articles of Amendment attached to the Articles of Merger; or (iii) any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of PTI.

3.4 Registered Office. The registered office of the Surviving Corporation in the State of Utah is located at 2855 East Cotrtonwood Parkway, Suite 400, Salt Lake City, Utah 84121-7050, and Michael R. Ward is the registered agent of the Surviving Corporation at such address.

3.5 Agreement. Executed copies of this Agreement shall be on file at the principal place of business of the Surviving Corporation at 2855 East Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121-7050, and copies thereof will be furnished to any shareholder of each Corporation upon request and without cost.

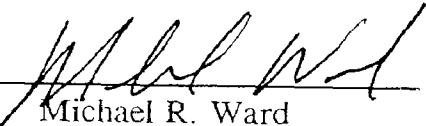
3.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Utah, and, so far as applicable, the merger provisions of the corporate laws of the State of Pennsylvania.

3.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement, having first been approved by resolution of the Boards of Directors of PTI and PT Utah is hereby executed on behalf of each such two corporations, on the date first set forth above.

PRETZEL TIME, INC.,
a Pennsylvania corporation

PRETZEL TIME OF UTAH, INC.
a Utah corporation

By: 
Michael R. Ward
Vice President, Secretary

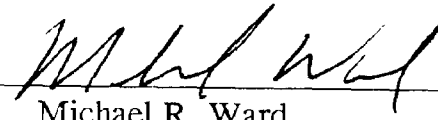
By: 
Michael R. Ward
Vice President, Secretary

EXHIBIT B

[Attach Articles of Amendment]

Entity Number _____

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Pretzel Time of Utah, Inc., a Utah corporation

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) c/o: Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

X The surviving corporation is a qualified foreign business corporation incorporated under the laws of Utah and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) c/o: Corporation Service Company Dauphin Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Table with 3 columns: Name of Corporation, Address of Registered Office or Name of Commercial Registered Office Provider, County. Row 1: Pretzel Time, Inc., Corporation Service Company, Dauphin. Row 2: 319 Market Street, Harrisburg, PA 17101.

PA. DEPT. OF STATE 2000 JAN 27 12 44 PM '00

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
Pretzel Time, Inc.	Unanimous Written Consent of Shareholders upon recommendation of the Board of Directors by unanimous written consent

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 27 day of January, 2000.

Pretzel Time, Inc.

(Name of Corporation)
BY: M. Wolf

(Signature)
TITLE: V.P.

Pretzel Time of Utah, Inc.

(Name of Corporation)
BY: M. Wolf

(Signature)
TITLE: V.P.

___ REVENUE ___ LABOR & INDUSTRY

___ OTHER _____

FILING FEE: NONE

FILE CODE _____

FILED DATE _____

This form (file in triplicate) and all accompanying documents shall be mailed to:
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
P.O. BOX 8722
HARRISBURG, PA 17105-8722

Part I. COMPLETE FOR EACH FILING:

Current name of entity or registrant affected by the submittal to which this statement relates: (survivor or new entity if merger or consolidation)

Pretzel Time of Utah, Inc.

Entity number, if known: _____ **NOTE: ENTITY NUMBER** is the computer index number assigned to an entity upon initial filing in the Department of State.

Incorporation/qualification date in Pa.: 1/27/2000 State of Incorporation: Utah

Federal Identification Number: Applied for

Specified effective date, if any: Upon filing

Part II. COMPLETE FOR EACH FILING This statement is being submitted with (check proper box):

___ **Amendment:** complete Section A only

Merger, Consolidation or Division: complete Section B, C or D

___ **Consolidation:** complete Section C

___ **Division:** complete Section D

___ **Conversion:** complete Section A and E only

___ **Statement of Correction:** complete Section A only

___ **Statement of Termination:** complete Section H

___ **Statement of Revival:** complete Section G

___ **Dissolution by Shareholders or Incorporators before Commencement of Business:** complete Section F only

Part III. COMPLETE IF APPROPRIATE: The delayed effective date of the accompanying submittal is:

_____ month day year hour, if any

___ **Section A. CHANGES TO BE MADE TO THE ENTITY NAMED IN Part I:** (Check box/boxes which pertain)

___ Name: _____

___ Registered Office: _____
Number & street/RD number & box number City State Zip County

___ Purpose: _____

___ Stock: aggregate number of shares authorized _____ (attach additional provisions, if any)

___ Term of Existence: _____

___ Other: _____

Section B. MERGER (Complete Section A if any changes to surviving entity):

MERGING ENTITIES ARE: (List only the merging entities-SURVIVOR IS LISTED IN PART I)

1. Name: Pretzel Time of Utah, Inc.

Entity Number, if known: _____ Inc./quali. date in Pa.: 1/27/00 State of Incorporation: Utah

2. Name: Pretzel Time, Inc.

Entity Number, if known: _____ Inc./quali. date in Pa.: 5/14/91 State of Incorporation: PA

Attach sheet containing above corporate information if there are additional merging entities.

___ **Section C. CONSOLIDATION** (NEW entity information should be completed in Part I. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for the NEW entity formed.)

CONSOLIDATING ENTITIES ARE:

1. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

2. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

Attach sheet containing above corporate information if there are additional consolidating entities.

11024004-0142

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF PRETZEL TIME OF UTAH, INC.
(hereafter Pretzel Time, Inc.)

FILED
MAY 10 2001
Utah Div. Of Corp. & Comm. Code

The undersigned, Michael R. Ward, being the Vice President of Pretzel Time of Utah, Inc., a Utah corporation (the "Corporation"), hereby certifies the following:

1. Article I of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted therefor:

0027410023

ARTICLE I

NAME

The name of this corporation is Pretzel Time, Inc. (the "Corporation").

[End of Article I]

2. This Amendment to the Articles of Incorporation was adopted by the Board of Directors of the Corporation in connection with an Agreement and Plan of Merger dated as of January 21, 2000, pursuant to section 16-10a-1106 of the Utah Revised Business Corporation Act. No shareholder approval was required to adopt the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 21 day of January, 2000.

PRETZEL TIME OF UTAH, INC., a Utah corporation

By Michael R. Ward
Michael R. Ward, Vice President

01-27-00 P12:25 IN
01-27-00 P12:25 IN

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 10 day of January
in the office of this Division and hereby issue
this Certificate thereof.
Examiner E. O. Date 5/14/01



Kathy Berg
Kathy Berg
Division Director

RECEIVED
JAN 26 2000
Utah Div. of Corp.
C. O. D.

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