

703-306-5995

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Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

NEW YORK SUBS FRANCHISING CORPORATION

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State COLORADO
- Other

Citizenship (see guidelines)

Execution Date(s) AUGUST 24, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: NEW YORK NEW YORK FRANCHISING INC.

Internal Address:

Street Address: 100 W. HOOVER, STE 12-14

City: MESA

State: ARIZONA

Country: USA Zip: 85210

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

78187223
78342198

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: ROBERT PALMER, PRES.

Internal Address:

Street Address: 100 WEST HOOVER AVE, STE 12-14

City: MESA

State: AZ Zip: 85210

Phone Number: 480-632-9884

Fax Number: 480-503-1850

Email Address: RPALMER@NYNY FRESHDELI.COM

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed *Prev. Paid*

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Robert Palmer
Signature

8-24-04
Date

ROBERT PALMER

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION (PROFIT)

Form 205 Revised October 1, 2002

Filing fee: \$25.00

Deliver to: Colorado Secretary of State Business Division 1560 Broadway, Suite 200 Denver, CO 80202-5169

CHANGE OF NAME

FILED DONNETTA DAVIDSON COLORADO SECRETARY OF STATE 20041022621 M \$ 25.00 SECRETARY OF STATE 01-20-2004 16:13:20

This document must be typed or machine printed

Copies of filed documents may be obtained at www.sos.state.co.us

ABOVE SPACE FOR OFFICE USE ONLY

Pursuant to § 7-110-106 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Amendment to its Articles of Incorporation are delivered to the Colorado Secretary of State for filing. # 20011092341

- 1. The name of the corporation is: New York Subs Franchising Corporation (if changing the name of the corporation, indicate name of corporation BEFORE the name change)
2. The date the following amendment(s) to the Articles of Incorporation was adopted: 1/15/04
3. The text of each amendment adopted (include attachment if additional space needed): Article I of the Articles of Incorporation is amended to read: "The name of the corporation is "NEW YORK NEW YORK FRANCHISING, INC."
4. If changing the corporation name, the new name of the corporation is: NEW YORK NEW YORK FRANCHISING, INC
5. If providing for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

- 6. Indicate manner in which amendment(s) was adopted (mark only one):
[] No shares have been issued or Directors elected - Adopted by Incorporator(s)
[] No shares have been issued but Directors have been elected - Adopted by the board of directors
[] Shares have been issued but shareholder action was not required - Adopted by the board of directors
[X] The number of votes cast for the amendment(s) by each voting group entitled to vote separately on the amendment(s) was sufficient for approval by that voting group - Adopted by the shareholders

7. Effective date (if not to be effective upon filing) (Not to exceed 90 days)

8. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: R. Michael Jackson, 165 S. Union Blvd., Suite 705 Lakewood, CO 80228

Causing a document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed or the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

NEW YORK NEW YORK FRANCHISING, INC.

is a
Corporation

formed or registered on 05/07/2001 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20011092341 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/02/2004 that have been posted, and by documents delivered to this office electronically through 08/23/2004 @ 14:49:24 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 08/23/2004 @ 14:49:24 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6035348 .



Donetta Davidson

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."