

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

07-15-2004



102791747

To the Honorable Commissioner of Patents and Trademarks: Please record the attac

1. Name of conveying party(ies) RA Mark Corp.

Rec 6-29-04

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: May 21, 2003

2. Name and address of receiving party(ies)

Name: Restaurant Associates Corp.

Internal Address: Attn: Kristine Pollicino

Street Address: 120 W. 45th St. 16th Fl

City: New York State: NY Zip: 10036

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2429022

Additional number(s) attached Yes No

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

Name: Restaurant Associates Corp.

Internal Address: c/o Kristine Pollicino

16th Floor

Street Address: 120 W. 45th Street

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$ 290

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

N/A

DO NOT USE THIS SPACE

9. Signature.

Kristine Pollicino Name of Person Signing

Kristine Pollicino Signature

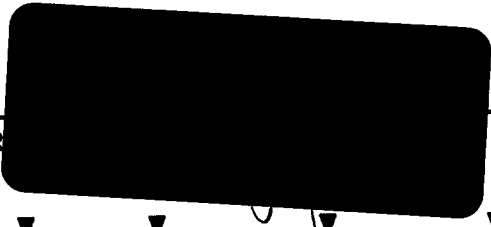
6/24/04 Date

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

5

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

12/1/03



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
RA Mark Corp.

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

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

2. Name and address of receiving party(ies)
 Name: Restaurant Associates Corp.
 Internal Address: Attn: General Counsel
 Street Address: 120 W. 45th St
 City: New York State: NY Zip: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 05/21/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2429022

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Restaurant Associates Corp.
 Internal Address: c/o General Counsel
16th Floor
 Street Address: 120 W. 45th St.
 City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
N/A

(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.

Kristine Pollicino Kristine Pollicino 11/24/03
 Name of Person Signing Signature Date

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

12/02/2003 EDCOPER 00000225 2423022
 01 FC:8521 40.00 OP
 02 FC:8522 250.00 OP

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

CONTINUATION OF ITEM #4 ON RECORDATION COVER SHEET

U.S. FEDERAL TRADEMARK REGISTRATIONS

TYPE OF MARK (INT'L CLASS)	MARK	REGISTRATION NUMBER
---	-------------	--------------------------------

SM (42)	CAFE CENTRO and Design	2429022
SM (42)	CAFE CENTRO (Block Letters)	2416007
SM (42)	CUCINA & CO. and Design	1,857,049
SM (42) TM (29)	LUCKY NICKEL BUFFALO WING COMPANY and Design	1,896,345
SM (42)	TROPICA BAR AND SEAFOOD HOUSE and Design	2,268,811
SM (42)	NAPLES 45 and Design	2126139
SM (42)	IMPRESARIO	2,015,285
SM(42)	BAR AVION And Design	2650421
SM(42)	BOWL O-RAMA	2618887
SM(42)	DELANCEY'S BAR And Design	2650420
SM(42)	ZUM ZUM	2689208

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 45th Street, New York, NY 10036.

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

Delaware

PAGE 1

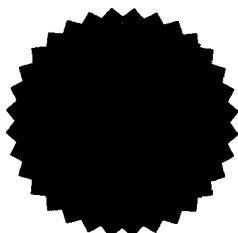
The First State

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

AUTHENTICATION: 2429160

030331062

DATE: 05-21-03

RECORDED: 12/01/2003

TRADEMARK
REEL: 003007 FRAME: 0872