

05-06-2005

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

DEPARTMENT OF COMMERCE
Patents and Trademark Office



RECOP
TRADEMARK
102996649

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

RE 5-3-05

1. Name of conveying party(ies):

Franco Acquisition Company, LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other LLC

- Association
- Limited Partnership

Citizenship (see guidelines) Georgia

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 4/22/03

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The HH Franchise Company, LLC

Internal

Address: _____

Street Address: Suite 2110
229 Peachtree Street, N.E.

City: Atlanta

State: Georgia

Country: USA Zip: 30303

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other LLC Citizenship Georgia

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)

B. Trademark Registration No.(s)

76/571736

Additional sheet(s) attached? Yes No

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

Heavenly Ham Market Cafe

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

Name: Lisa L. Scheid, Esq.

Internal Address: _____

Street Address: 229 Peachtree Street, N.E.
Suite 2110

City: Atlanta

State: Georgia Zip: 30303

Phone Number: 404-521-2323

Fax Number: 404-522-0607

Email Address: l1s@cmamlaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1000
Expiration Date _____

b. Deposit Account Number 8/08

Authorized User Name Kathy Laggis

9. Signature:

[Signature]
Signature

4-28-05
Date

Lisa L. Scheid, authorized agent

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

05/05/2005 GTDN11 00000082 76571736

01 FC:8521

40.00 JP

TRADEMARK
REEL: 003156 FRAME: 0745

03/08/2005
700160042

Form PTO-1594 (Rev. 06/04)
OMB Collection 0851-0027 (exp. 6/30/2009)

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):

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

Citizenship (see guidelines) Georgia

Execution Date(s) 4/22/03

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: THE HH FRANCHISE COMPANY, LLC

Internal

Address:

Street Address: 229 Peachtree Street NE

Suite 2110

City: Atlanta

State: Georgia

Country: USA Zip: 30303

Association Citizenship

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship

Other LLC Citizenship Georgia

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)

76/571736

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):

HEAVENLY HAM MARKET CAFE

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

Name: Lisa L. Scheid, Esq.

Internal Address:

Street Address: 229 Peachtree Street NE
Suite 2110

City: Atlanta

State: Georgia Zip: 30303

Phone Number: 404-521-2323

Fax Number: 404-522-0607

Email Address: lls@cmamlaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40-

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1009

Expiration Date

b. Deposit Account Number 8/08

Authorized User Name Kathy Laggis

9. Signature:

Lisa L. Scheid, authorized agent

Name of Person Signing

3/1/05

Date

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

8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5996, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

31270531

226134
31270534

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
FRANCO ACQUISITION COMPANY, LLC**
(To be known henceforth as "The HH Franchise Company, LLC")

I.

The name of the limited liability company is Franco Acquisition Company, LLC (the "Company").

II.

The Articles of Organization of the Company were filed with the Secretary of State of Georgia on May 20, 2002.

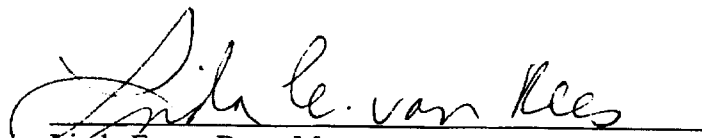
III.

To change the Company's name, the Articles of Organization of the Company are amended to replace Article I with the following:

The name of the limited liability company is "The HH Franchise Company, LLC."

As hereby amended, the Articles of Organization shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Company as of April 11, 2003.


Linda E. van Rees, Manager

SECRETARY OF STATE
2003 APR 22 P 4:02
CORPORATIONS DIVISION

{00008198}

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0226134
EFFECTIVE DATE: 05/20/2002
JURISDICTION : GEORGIA
REFERENCE : 0092
PRINT DATE : 05/22/2002
FORM NUMBER : 356

CHARLES M. CUSHING, JR.
229 PEACHTREE ST. NE STE 2110
INTERNATIONAL TOWER
ATLANTA, GA 30303

CERTIFICATE OF ORGANIZATION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FRANCO ACQUISITION COMPANY, LLC A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox
Secretary of State

ARTICLES OF ORGANIZATION OF
FRANCO ACQUISITION COMPANY, LLC

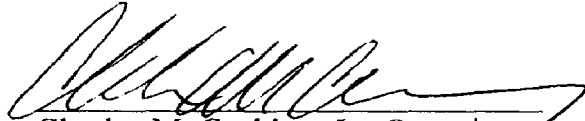
I.

The name of the limited liability company is "Franco Acquisition Company, LLC".

II.

The management of the limited liability company is vested in one or more managers.

IN WITNESS WHEREOF, the organizer of the limited liability company has executed these Articles of Organization this 20th day of May, 2002.



Charles M. Cushing, Jr., Organizer

CORPORATIONS DIVISION

2002 MAY 20 P 2:54

SECRETARY OF STATE



OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

WARREN RARY
Director

Registered agent, officer, entity status information via the Internet
http://www.sos.state.ga.us/corporations

QUINTILIS B. ROBINSON
Deputy Director

CATHY COX
Secretary of State

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
	P450710	0226134
DOCKET CODE	DATE FILED	AMOUNT RECEIVED
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE
		CHECK/RECEIPT #

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

- 021400482
LLC Name Reservation Number
Franco Acquisition Company, LLC
LLC Name
- Charles M. Cushing, Jr. (404) 521-2323
Applicant/Attorney Telephone Number
229 Peachtree Street, N.E., Suite 2110 International Tower
Address
Atlanta Georgia 30303
City State Zip Code
- 5445 Triangle Parkway, Suite 400
Principal Office Mailing Address
Norcross Georgia 30092
City State Zip Code
- Charles M. Cushing, Jr.
Name of Registered Agent in Georgia
229 Peachtree Street, N.E., Suite 2110 International Tower
Registered Office Street Address in Georgia
Atlanta Fulton GA 30303
City County State Zip Code
- Name and Address of each organizer (Attach additional sheets if necessary)
229 Peachtree Street, N.E.
Charles M. Cushing, Jr. Suite 2110 International Tower Atlanta GA 30303
Organizer Address City State Zip Code

6. Mail or deliver to the Secretary of State, at the above address, the following:

- This transmittal form
- Original and one copy of the Articles of Organization
- Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.

Authorized Signature Charles M. Cushing, Jr. Date 5/20/02
Member, Manager, Organizer or Attorney-in-fact (Circle one)

ENCLOSED FOR REFERENCE

ORIGINAL FILING

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 050661596
CONTROL NUMBER : 0226134
DATE INC/AUTH/FILED: 05/20/2002
JURISDICTION : GEORGIA
PRINT DATE : 03/07/2005
FORM NUMBER : 215

CUSHING MORRIS & ARMBRUSTER LLP
LINDA GORDON
229 PEACHTREE ST., STE. 2110
ATLANTA, GA 30303

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

THE HH FRANCHISE COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 031270534
CONTROL NUMBER: 0226134
EFFECTIVE DATE: 04/22/2003
REFERENCE : 0048
PRINT DATE : 05/07/2003
FORM NUMBER : 661

LISA L. SCHEID
CUSHING, MORRIS & ARMBRUSTER, LLP
229 PEACHTREE ST., NE, SUITE 2110
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FRANCO ACQUISITION COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has filed articles of amendment in the Office of the Secretary of State changing its name to

THE HH FRANCHISE COMPANY, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.




Cathy Cox
Secretary of State

31270531

226134
31270534

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
FRANCO ACQUISITION COMPANY, LLC**
(To be known henceforth as "The HH Franchise Company, LLC")

I.

The name of the limited liability company is Franco Acquisition Company, LLC (the "Company").

II.

The Articles of Organization of the Company were filed with the Secretary of State of Georgia on May 20, 2002.

III.

To change the Company's name, the Articles of Organization of the Company are amended to replace Article I with the following:

The name of the limited liability company is "The HH Franchise Company, LLC."

As hereby amended, the Articles of Organization shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Company as of April 1, 2003.


Linda E. van Rees, Manager

SECRETARY OF STATE
2003 APR 22 4:02
CORPORATIONS DIVISION

[00008198]

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0226134
EFFECTIVE DATE: 05/20/2002
JURISDICTION : GEORGIA
REFERENCE : 0092
PRINT DATE : 05/22/2002
FORM NUMBER : 356

CHARLES M. CUSHING, JR.
229 PEACHTREE ST. NE STE 2110
INTERNATIONAL TOWER
ATLANTA, GA 30303

CERTIFICATE OF ORGANIZATION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FRANCO ACQUISITION COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

ARTICLES OF ORGANIZATION OF
FRANCO ACQUISITION COMPANY, LLC

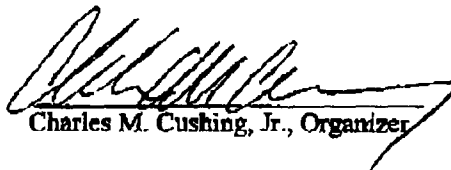
I.

The name of the limited liability company is "Franco Acquisition Company, LLC".

II.

The management of the limited liability company is vested in one or more managers.

IN WITNESS WHEREOF, the organizer of the limited liability company has executed these Articles of Organization this 20th day of May, 2002.


Charles M. Cushing, Jr., Organizer

SECRETARY OF STATE
2002 MAY 20 P 2 54
CORPORATIONS DIVISION

S:\Docs\0039\04011 Articles of Organization.doc

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 050661596
CONTROL NUMBER : 0226134
DATE INC/AUTH/FILED: 05/20/2002
JURISDICTION : GEORGIA
PRINT DATE : 03/07/2005
FORM NUMBER : 215

CUSHING MORRIS & ARMBRUSTER LLP
LINDA GORDON
229 PEACHTREE ST., STE. 2110
ATLANTA, GA 30303

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**THE HH FRANCHISE COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK
REEL: 003156 FRAME: 0757

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 031270534

CONTROL NUMBER: 0226134

EFFECTIVE DATE: 04/22/2003

REFERENCE : 0048

PRINT DATE : 05/07/2003

FORM NUMBER : 661

LISA L. SCHEID
CUSHING, MORRIS & ARMBRUSTER, LLP
229 PEACHTREE ST., NE, SUITE 2110
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**FRANCO ACQUISITION COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

has filed articles of amendment in the Office of the Secretary of State changing its name to

THE HH FRANCHISE COMPANY, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

TRADEMARK
REEL: 003156 FRAME: 0758



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 856-2817

Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

ISSUANCE #	PENDING #	CONTROL #
ISSUANCE CODE	DATE FILED	ISSUANCE CATEGORY
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	021400482 LLC Name Reservation Number Franco Acquisition Company, LLC LLC Name
2.	Charles M. Cushing, Jr. (404) 521-2323 Applicant/Attorney Telephone Number 229 Peachtree Street, N.E., Suite 2110 International Tower Address Atlanta Georgia 30303 City State Zip Code
3.	5445 Triangle Parkway, Suite 400 Principal Office Mailing Address Norcross Georgia 30092 City State Zip Code
4.	Charles M. Cushing, Jr. Name of Registered Agent in Georgia 229 Peachtree Street, N.E., Suite 2110 International Tower Registered Office Street Address in Georgia Atlanta Fulton GA 30303 City County State Zip Code
5.	Name and Address of each organizer (Attach additional sheets if necessary) Charles M. Cushing, Jr. Suite 2110 International Tower 229 Peachtree Street, N.E. Organizer Address City State Zip Code Atlanta GA 30303 Organizer Address City State Zip Code
6.	Mall or deliver to the Secretary of State, at the above address, the following: 1) This transmittal form 2) Original and one copy of the Articles of Organization 3) Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.
	 Authorized Signature Charles M. Cushing, Jr. Date 5/20/02 Member, Manager, Organizer or Attorney-in-fact (Circle one)