

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JACK ASTOR'S (ONTARIO) INC.		08/30/2004	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	SIR CORP.
Street Address:	5360 South Service Road, Suite 200
City:	Burlington, Ontario L7L 5L1
State/Country:	CANADA
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1949966	JACK ASTOR'S BAR AND GRILL
Registration Number:	1913909	JACK ASTOR'S
Registration Number:	1848777	JACK ASTOR'S BAR AND GRILL THE BEST JOINT IN TOWN!

**CORRESPONDENCE DATA**

Fax Number: (212)813-5901  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212 813-5900  
 Email: pboisson@frosszelnick.com  
 Correspondent Name: Fross Zelnick Lehrman & Zissu, P.C.  
 Address Line 1: 866 United Nations Plaza  
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	JABG-0008421
-------------------------	--------------

**DOMESTIC REPRESENTATIVE**

CH \$90.00 1949966

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:	Patrick Boisson
Signature:	/patrick boisson/
Date:	01/23/2006

**Total Attachments: 37**

source=051031-JABG merger document#page1.tif  
source=051031-JABG merger document#page2.tif  
source=051031-JABG merger document#page3.tif  
source=051031-JABG merger document#page4.tif  
source=051031-JABG merger document#page5.tif  
source=051031-JABG merger document#page6.tif  
source=051031-JABG merger document#page7.tif  
source=051031-JABG merger document#page8.tif  
source=051031-JABG merger document#page9.tif  
source=051031-JABG merger document#page10.tif  
source=051031-JABG merger document#page11.tif  
source=051031-JABG merger document#page12.tif  
source=051031-JABG merger document#page13.tif  
source=051031-JABG merger document#page14.tif  
source=051031-JABG merger document#page15.tif  
source=051031-JABG merger document#page16.tif  
source=051031-JABG merger document#page17.tif  
source=051031-JABG merger document#page18.tif  
source=051031-JABG merger document#page19.tif  
source=051031-JABG merger document#page20.tif  
source=051031-JABG merger document#page21.tif  
source=051031-JABG merger document#page22.tif  
source=051031-JABG merger document#page23.tif  
source=051031-JABG merger document#page24.tif  
source=051031-JABG merger document#page25.tif  
source=051031-JABG merger document#page26.tif  
source=051031-JABG merger document#page27.tif  
source=051031-JABG merger document#page28.tif  
source=051031-JABG merger document#page29.tif  
source=051031-JABG merger document#page30.tif  
source=051031-JABG merger document#page31.tif  
source=051031-JABG merger document#page32.tif  
source=051031-JABG merger document#page33.tif  
source=051031-JABG merger document#page34.tif  
source=051031-JABG merger document#page35.tif  
source=051031-JABG merger document#page36.tif  
source=051031-JABG merger document#page37.tif



Continuation

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Carl Hays	208 Seaborg Place, Santa Cruz, CA 95060	No
Del McMillan	5360 South Service Road, Suite 200 Burlington, Ontario L7L 5L1	Yes
Grey Sisson	5360 South Service Road, Suite 200 Burlington, Ontario L7L 5L1	Yes
James McTevia	11300 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408	No

5. Check A or B  
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or  
ou

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

SIR CORP.

and are more particularly set out in these articles.  
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
SIR Corp .	1539322	2004/08/27
Jack Astor's (Ontario) Inc.	1568377	2004/08/27
Signature Restaurant Systems Inc.	1146743	2004/08/27
Armadillo Restaurant Systems (1997) Inc.	1251409	2004/08/27
918982 Ontario Inc.	918962	2004/08/27
Al Frisco's (John Street) Inc.	1490473	2004/08/27
Alice Fazooli's (2004) Limited	1586059	2004/08/27
Alice Fazooli's (Oakville) Limited	1344757	2004/08/27
Vaughan Restaurants Inc.	1319443	2004/08/27
Kenata Restaurants Limited	1107881	2004/08/27

- 6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None

- 7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

The Corporation is authorized to issue unlimited common shares without nominal or par value ("Common Shares").

The Corporation is authorized to issue an unlimited number of Class "A" non-voting redeemable, retractable, cumulative special shares without nominal or par value ("Class "A" Shares").

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

See pages 4a to 4e

- (a) The holders of Common Shares shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation; the holder of Class "A" Shares shall be entitled only to receive notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof; the holders of Common Shares shall be entitled to one (1) vote for each such share held by them at all meetings of shareholders; the holders of Class "A" Shares shall not, as such, have any voting rights at any meeting of shareholders;
- (b) The holders of Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Class "A" Shares, to receive the remaining property of the Corporation upon dissolution;
- (c) The Class "A" shares shall rank as regards payment of dividends and repayment of capital (either through dissolution, winding up, redemption or retraction) in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets;
- (d) The holders of Class "A" Shares shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors in their sole discretion, out of the monies of the Corporation properly applicable to the payment of dividends, but always in preference and priority to any payment of dividends on all other shares of the Corporation in each fiscal year, cumulative dividends at the fixed rate of twelve per cent (12%) per annum on the amount paid up on the shares; such dividends on the Class "A" shares shall be cumulative from the respective dates of the issue of the said Class "A" shares. The Corporation shall pay the said dividends in full on the Class "A" shares in priority to dividends on Common Shares;
- (e) Subject to the preferences as to dividends of the Class "A" shares, the Board of Directors shall have the right in its sole discretion to declare and pay or set aside for payment a dividend or dividends (from time to time), on the Common Shares, in any fiscal year;
- (f) The registered holders of the Class "A" Shares shall be entitled, in the event of any liquidation, dissolution or winding-up of the Corporation, to receive in priority to any distribution to the holders of the Common Shares, the sum of \$3.00 per share together with any unpaid, cumulative dividends whether or not declared;



- (g) (i) Any time after the 30th day of September, 2005, the registered holders of the Class "A" Shares shall be entitled to require the Corporation to redeem at any time and from time to time, upon giving notice, as hereinafter provided, all or any number of the said Class "A" Shares, registered in the name of such holder on the books of the Corporation at a redemption price per share of \$3.00 together with any unpaid, cumulative dividends whether or not declared which shall have accrued thereon ("Redemption Price") and which for such purpose shall be treated as accruing up to the date of such redemption (less the amount of any tax which the Corporation is required to and does withhold therefrom);
- (ii) The holders of the Class "A" Shares exercising their option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date of which the Corporation is to redeem which date shall not be less than 10 days nor more than 30 days from the date of the notice and if the holder desires to have less than all of the said shares registered in his name redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the option redemption date. The holder of any said shares may, with the consent of the Corporation, revoke such notice prior to the option redemption date;
- (iii) Upon delivery to the Corporation of a share certificate or certificates representing the said shares which the holder desires to have the Corporation redeem, the Corporation shall, on the option redemption date, to the extent permitted by applicable law, redeem such Class "A" Shares by paying to the holder the Redemption Price therefore;
- (iv) Upon payment of the Redemption Price of the said Class "A" shares so redeemed by the Corporation, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof;
- (v) If the redemption by the Corporation on any option redemption date of all Class "A" Shares to be redeemed on such date would be contrary to applicable law, the Corporation shall be obligated to redeem only the maximum number of said shares (rounded to the next lower multiple of 100 shares) which the Corporation determines, it is then permitted to redeem, such redemptions to be made pro-rata (disregarding fractions of shares) according to the number of preferred shares required by each such holder to be redeemed by the

Corporation and the Corporation shall issue new certificates representing the said shares not redeemed by the Corporation and the Corporation shall redeem, in the manner contemplated by paragraph (g), on each dividend date thereafter the maximum number of such Class "A" Shares as would then be not contrary to applicable law.

(h) (i) The Corporation may, at its option, redeem all or from time to time any part of the outstanding Class "A" Shares on payment to the holders thereof, for each share to be redeemed, an amount equal to \$3.00 and any unpaid, cumulative dividends whether or not declared, which shall have accrued thereon ("Redemption Price") and which, for such purpose, shall be treated as accruing up to the date of such redemption (less the amount of any tax which the Corporation is required to and does withhold tax therefrom).

(ii) Before redeeming any Class "A" Shares the Corporation shall mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of intention of the Corporation to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation, or in the event of the address of any such holder not appearing on the records of the Corporation then to the last known address of such holder, at least 60 days before the date specified for redemption; such notice shall set out the Redemption Price, the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay, or cause to be paid, the Redemption Price to the registered holders of the shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice and the certificates for such shares shall thereupon be cancelled and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Class "A" Shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine or as nearly as may be pro rata (disregarding fractions) according to the number of Class "A" Shares held by each holder. In case a part only of the said shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in such notice, the holders of the shares called for

redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the Redemption Price, unless payment of the Redemption Price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired. On the date specified for redemption, the Corporation shall have the right to deposit the Redemption Price of the shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption to be paid without interest, to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificate representing the same and upon such deposit being made, the shares in respect whereof such deposit shall have been made, shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving, out of the monies so deposited, without interest, the Redemption Price applicable to their respective shares against presentation and surrender of the certificates representing such shares.

- (i) (i) The holders of the Class "A" Shares shall have the right at any time up to and including the tenth (10) day before the date specified in any notice as to the date of redemption of such Class "A" Shares or as to the date of payment off of such Class "A" Shares in a voluntary liquidation, dissolution or winding up of the Corporation to convert such Class "A" Shares into Common Shares of the Corporation. Such conversion shall be at the rate of one (1) Common Share for each outstanding Class "A" Share which the holder may desire to convert. Holders of Class "A" Shares desiring to convert such shares into Common Shares shall present the certificate or certificates representing the Class "A" Shares which they desire to convert as aforesaid to the Corporation at its registered office or to its transfer agent named in the Class "A" Share certificates, together with a written notice exercising their right to convert such shares and shall surrender such certificate or certificates and pay any necessary tax and in exchange therefore shall be entitled to receive from the Corporation or its transfer agent a certificate or certificates for the appropriate number of Common Shares calculated at the rate or rates above provided. Holders of Class "A" Shares which are converted to Common Shares shall have no right to any declared but unpaid cumulative dividends. If less than all of the Class "A" Shares is represented by any certificate are to be converted, a holder shall be entitled to receive a new Class "A" Share certificate representing the shares comprised in the original certificate which are not to be converted. All Common Shares issued with

4e

respect to any conversion or preferred share shall be deemed to be fully paid and non-accessible and the holder of such shares shall not be liable to the Corporation in respect thereof.

(ii) If the Corporation shall subdivide its Common Shares into a greater number of shares or issue and exchange for such Common Shares a greater number of Common Shares, then in such case, from and after the effective date of such subdivision or exchange of the shares the conversion rate shall be increased in proportion to the increase in the number of outstanding Common Shares resulting from such subdivision or exchange; and if the Corporation shall reduce the number of Common Shares by combination or consolidation of shares or shall issue in exchange for its outstanding Common Shares a smaller number of Common Shares then in each such case from and after the effective date of such combination, consolidation or exchange of shares the conversion shall be decreased in proportion to the decrease in the number of outstanding Common Shares resulting from such combination, consolidation or exchange of shares.

(iii) If the Corporation shall declare or pay a stock dividend upon the Common Shares or a dividend payable at the option of their respective holders, either in Common Shares or cash, then in each such case, from and after the payment date of such dividend, the conversion rate shall be increased in proportion to the increase in the number of outstanding Common Shares resulting from such dividend.

(iv) Nothing herein contained shall effect or restrict the right of the Corporation to increase the number of its Common Shares in accordance with the provision of the Act and to issue such shares from time to time.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

The right to transfer shares of the Corporation shall be restricted in that no transfer of any share shall become effective until it has been approved by the board of directors expressed either by a resolution passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by a majority of the directors.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty (50) two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

b) Any offering of the Corporation's securities within the meaning of the Business Corporations Act, is prohibited.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
*Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.*

**SIR CORP.**

Per:   
Name: Peter Fowler  
Title: Director

**ALICE FAZOOLI'S (OAKVILLE) LIMITED**

Per:   
Name: Peter Fowler  
Title: Director

**JACK ASTOR'S (ONTARIO) INC.**

Per:   
Name: Peter Fowler  
Title: Secretary

**AL FRISCO'S (JOHN STREET) INC.**

Per:   
Name: Peter Fowler  
Title: Director

**SIGNATURE RESTAURANT SYSTEMS INC.**

Per:   
Name: Peter Fowler  
Title: President

**VAUGHAN RESTAURANTS INC.**

Per:   
Name: Peter Fowler  
Title: Director


**ARMADILLO RESTAURANT SYSTEMS (1997) INC.**

Per:   
Name: Peter Fowler  
Title: President

**KANATA RESTAURANTS LIMITED**

Per:   
Name: Peter Fowler  
Title: Director

**918962 ONTARIO INC.**

Per:   
Name: Peter Fowler  
Title: Director

**ALICE FAZOOLI'S (2004) LIMITED**

Per:   
Name: Peter Fowler  
Title: Director

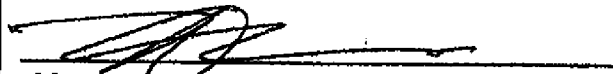
**SCHEDULE "A"****Statement of Director or Officer  
Under Subsection 178(2) of  
the Business Corporations Act (Ontario)**

I am an officer of each of SIR Corp. ("SIR"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's! (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata"). I have conducted such examinations of the books and records of each of SIR, Jack Astor's Ontario, Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan and Kanata (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as a director of each of the amalgamating Corporations, I state that:

1. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
  - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
2. There are reasonable grounds for believing that:
  - (a) no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation; or
  - (b) adequate notice has been given by each of the Amalgamating Corporations to all known creditors of each of the Amalgamating Corporations in accordance with the provisions of subsection 178(2)(b) of the Act; and

- 3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED AUG. 27, 2004.



Name: Peter Fowler

Title: Authorized Officer



**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTOR**  
**OF**  
**JACK ASTOR'S (ONTARIO) INC.**  
**(the "Corporation")**

In my capacity as Secretary of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the director of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS**

- (a) The Corporation is a wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

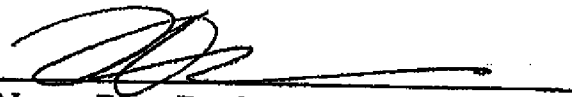
**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of SIR.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 2 -

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED AUG. 27, 2004



Name: Peter Fowler

Title: Secretary

**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTOR**  
**OF**  
**SIGNATURE RESTAURANT SYSTEMS INC.**  
**(the "Corporation")**

In my capacity as President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the director of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS**

- (a) The Corporation is a wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with Jack Astor's Ontario, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of SIR.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 2 -

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: President

**SCHEDULE "B"**

**CERTIFIED RESOLUTION OF THE DIRECTOR**

**OF**

**ARMADILLO RESTAURANT SYSTEMS (1997) INC.**  
**(the "Corporation")**

In my capacity as President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the director of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS**

- (a) The Corporation is a wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Jack Astors (Ontario) Inc. ("Jack Astor's Ontario"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's! (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

- 1. The Corporation is authorized to amalgamate with Signature, Jack Astor's Ontario, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of SIR.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: President

**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTORS**  
**OF**  
**918962 ONTARIO INC.**  
**(the "Corporation")**

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS**

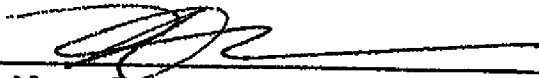
- (a) The Corporation is an indirect wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with Signature, Armadillo, Jack Astor's Ontario, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of SIR.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED AUG. 27, 2004



Name: Peter Fowler

Title: Director



**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTORS**  
**OF**  
**AL FRISCO'S (JOHN STREET) INC.**  
**(the "Corporation")**

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS:**

- (a) The Corporation is an indirect wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's (Oakville) Limited ("Alice Fazooli's Oakville"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").


**RESOLVED THAT**

- 7. The Corporation is authorized to amalgamate with Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Jack Astor's Ontario, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
- 8. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 9. The articles of amalgamation shall be the same as the articles of SIR.
- 10. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 2 -

11. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
12. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: Director

**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTORS**  
**OF**  
**ALICE FAZOOLI'S (2004) LIMITED**  
**(the "Corporation")**

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on July 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS**

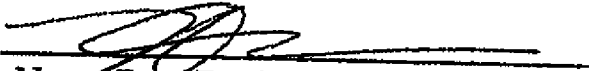
- (a) The Corporation is an indirect wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Alice Fazooli's! (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with Signature, Armadillo, 918962, Jack Astor's Ontario, Alice Fazooli's Oakville, Al Frisco's, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of SIR.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: Director

**SCHEDULE "B"**

**CERTIFIED RESOLUTION OF THE DIRECTORS**

**OF**

**ALICE FAZOOLI'S! (OAKVILLE) LIMITED**  
(the "Corporation")

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on May 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS**

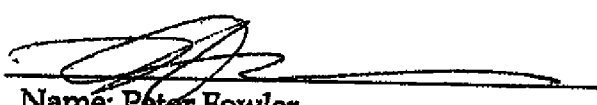
- (a) The Corporation is an indirect wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with Signature, Armadillo, 918962, Alice Fazooli's 2004, Jack Astor's Ontario, Al Frisco's, Vaughan, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of SIR.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: Director

**SCHEDULE "B"**

**CERTIFIED RESOLUTION OF THE DIRECTORS**

**OF**

**VAUGHAN RESTAURANTS INC.**  
(the "Corporation")

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS:**

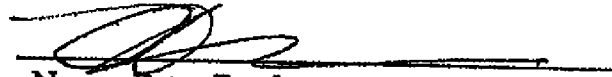
- (a) The Corporation is an indirect wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's! (Oakville) Limited ("Alice Fazooli's Oakville"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Al Frisco's (John Street) Inc. ("Al Frisco's") and Kanata Restaurants Limited ("Kanata") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

- 13. The Corporation is authorized to amalgamate with Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Jack Astor's Ontario, Al Frisco's, Kanata and SIR under subsection 177(1) of the Act and continue as one corporation.
- 14. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 15. The articles of amalgamation shall be the same as the articles of SIR.
- 16. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 17. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 18. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: Director



**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTORS**  
**OF**  
**KANATA RESTAURANTS LIMITED**  
**(the "Corporation")**

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on Aug. 27, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITALS:**

- (a) The Corporation is an indirect wholly-owned subsidiary of SIR Corp. ("SIR").
- (b) The Corporation has agreed to amalgamate with Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's! (Oakville) Limited ("Alice Fazooli's Oakville"), Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Al Frisco's (John Street) Inc. ("Al Frisco's") and Vaughan Restaurant Inc. ("Vaughan") (all of which are direct or indirect wholly-owned subsidiaries of SIR) and SIR under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

- 1. The Corporation is authorized to amalgamate with Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Jack Astor's Ontario, Al Frisco's, Vaughan and SIR under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of SIR.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of SIR.

- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: Director

**SCHEDULE "B"**  
**CERTIFIED RESOLUTION OF THE DIRECTORS**  
**OF**  
**SIR CORP.**  
**(the "Corporation")**

In my capacity as a director of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on May 21, 2004. The resolution is still in full force and effect, unamended as of today's date.

**RECITAL**

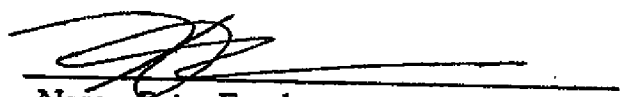
- (a) The Corporation has agreed to amalgamate with its direct or indirect wholly-owned subsidiaries Jack Astor's (Ontario) Inc. ("Jack Astor's Ontario"), Signature Restaurant Systems Inc. ("Signature"), Armadillo Restaurant Systems (1997) Inc. ("Armadillo"), 918962 Ontario Inc. ("918962"), Alice Fazooli's (2004) Limited ("Alice Fazooli's 2004"), Alice Fazooli's (Oakville) Limited ("Alice Fazooli's Oakville"), Al Frisco's (John Street) Inc. ("Al Frisco's"), Vaughan Restaurants Inc. ("Vaughan") and and Kanata Restaurants Limited ("Kanata") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with Jack Astor's Ontario, Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan and Kanata under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of each of Jack Astor's Ontario, Signature, Armadillo, 918962, Alice Fazooli's 2004, Alice Fazooli's Oakville, Al Frisco's, Vaughan and Kanata shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.

- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

DATED Aug. 27, 2004



Name: Peter Fowler

Title: Director

**RESOLUTION OF THE DIRECTORS**

**OF**

**SIR CORP.**

**(the "Corporation")**

**RECITALS**

1. The Board, at its meeting December 22, 2004, approved a plan proposed by the Sub-Committee of the Board designed to encourage the parties who held options on the Corporation's shares granted by Ken Fowler Enterprises Limited and Charlesway Corporation Limited, to exercise those options before their stated January 31 expiry date. The plan involved an offer by the Corporation to immediately purchase those shares, to a maximum of the number of shares that they would need to sell in order to recoup the cost of the options plus an estimate of the tax to be paid on the exercise of the options.
2. The proposal did not receive favorable consideration by the optionholders, and therefore the Sub-Committee has reconvened and submitted to the Board a revised proposal as contained in this resolution.
3. Ken Fowler Enterprises Limited and Charlesway Corporation Limited have in the meantime extended the expiry date on the options for these purposes to February 15, 2005.
4. Ken Fowler and Roy Cairns have each disclosed an interest in the proposed transactions due to their respective interests in Ken Fowler Enterprises Limited and Charlesway Corporation Limited, the grantors of the options, which will as a result receive cash proceeds and reduce their holdings in the Corporation, and have refrained from voting in connection therewith.
5. Grey Sisson, Peter Fowler and Del McMillan have each disclosed an interest in the proposed transactions due to their being (either personally or through their holding corporations) holders of the options, and will as a result receive the loans proposed, and have refrained from voting in connection therewith.

**RESOLVED THAT**

1. The Corporation is authorized to extend loans to all optionholders (other than those who are no longer in the employ of the Corporation) to assist them to exercise their options and purchase shares of the Corporation. The loans will be on the following terms:

**TRADEMARK**

**REEL: 003231 FRAME: 0894**

- a. the loans will bear interest at CIBC Prime plus one percent per annum; interest will accumulate and will not be required to be paid until the principal is paid in full;
  - b. they will be secured by a pledge of the shares which were obtained with the loans; recourse under the security will be limited to the shares themselves; and
  - c. they will have a term of two years; however the Corporation will have the right to accelerate repayment of the loans after one year on no less than ninety (90) days' notice, at the option of the Board.
2. Any director or officer of the Corporation is authorized to execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

**THIS RESOLUTION** may be signed in counterparts, and all such signed counterparts when taken together, shall constitute one and the same resolution, effective on the date of last execution thereof.

Subject to the abstentions noted above, pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), all of the directors of the Corporation a majority of whom are resident Canadians sign this resolution on February 4, 2005.

(ABSTAINED)

\_\_\_\_\_  
Roy Cairns

\_\_\_\_\_  
Bruce Dimytosh

(ABSTAINED)

(ABSTAINED)

Ken Fowler

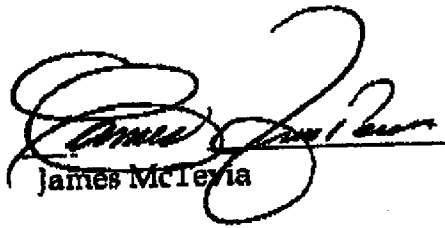
Peter Fowler

(ABSTAINED)

\_\_\_\_\_  
Carl Hays

\_\_\_\_\_  
Del McMillan

-3-



James McTevia

(ABSTAINED)

---

Grey Sisson