

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
First Watch Restaurants, Inc.		09/29/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	First Watch Restaurants, Inc.
Street Address:	9027 Town Center Parkway
City:	Bradenton
State/Country:	FLORIDA
Postal Code:	34202
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1551457	FIRST WATCH

**CORRESPONDENCE DATA**

Fax Number: (513)651-3836  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 513-629-2814  
 Email: eokerson@graydon.com  
 Correspondent Name: Eric C. Okerson  
 Address Line 1: 1900 Fifth Third Center  
 Address Line 2: 511 Walnut Street  
 Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	FI353/100001
NAME OF SUBMITTER:	Eric C. Okerson
Signature:	/Eric C. Okerson/

CH \$40.00 1551457

Date:

05/24/2006

**Total Attachments: 4**

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# Delaware

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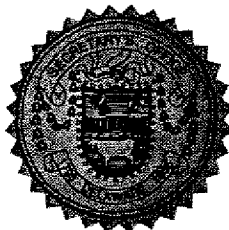
*The First State*

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 OWNERSHIP, WHICH MERGES:

"FIRST WATCH ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "FIRST WATCH RESTAURANTS, INC." UNDER THE NAME OF "FIRST WATCH RESTAURANTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005, AT 12:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2445761 8100M

050802891

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4206097

DATE: 10-05-05

TRADEMARK

REEL: 003315 FRAME: 0830

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**FIRST WATCH ENTERPRISES, INC.  
WITH AND INTO  
FIRST WATCH RESTAURANTS, INC.**

**(UNDER SECTION 253 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

First Watch Restaurants, Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

- First: That the Corporation is incorporated under the General Corporation Law of the State of Delaware.
- Second: That the Corporation owns all of the outstanding shares of each class of capital stock of First Watch Enterprises, Inc., a Delaware corporation ("Enterprises").
- Third: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, filed with the minutes of the Corporation, pursuant to Section 141(f) of the Delaware General Corporation Law on September 29, 2005, determined to, effective on the date set forth below, to merge Enterprises with and into the Corporation, and to assume all of the liabilities and obligations of Enterprises on the conditions set forth in such written consent:

**WHEREAS**, this Corporation is the legal and beneficial owner of all of the outstanding shares of common stock, \$1.00 par value per share (the "Common Stock"), of First Watch Enterprises, Inc., a Delaware corporation ("Enterprises");

**WHEREAS**, the Common Stock is the only issued and outstanding class of stock of Enterprises;

**WHEREAS**, the board of directors of this Corporation (the "Board of Directors" or the "Board") has determined that it would be in the best interests of this Corporation and its shareholders to merge Enterprises with and into the Corporation; and

**WHEREAS**, in view of the foregoing, the Corporation desires to merge Enterprises into itself pursuant to the provisions of Section 253 of the DGCL (the "Merger");

**NOW THEREFORE BE IT RESOLVED**, that this Board of Directors hereby approves, adopts, and ratifies the Merger.

**RESOLVED, FURTHER**, that effective upon the filing of a Certificate of Ownership and Merger ("Merger Certificate") embodying those resolutions with the Secretary of State of the State of Delaware ("Delaware Secretary"), Enterprise shall be merged with and into this Corporation and, upon such Merger, this Corporation shall assume all the liabilities and obligations of Enterprises;

**RESOLVED, FURTHER**, that the proper officers of this Corporation be, and they are hereby authorized and directed to, make, execute and acknowledge the Merger Certificate setting forth the resolutions to merge Enterprises into this Corporation and to assume Enterprises' liabilities and obligations, the date of the adoption of such resolutions, and to file the Merger Certificate with the Delaware Secretary;

**RESOLVED FURTHER**, that this Board of Directors authorizes the proper officers of the Corporation, and its counsel, to prepare and file or to assist this Corporation and Enterprises in the preparation and filing of such regulatory applications and other documents as may be necessary or advisable in the judgment of the proper officers of the Corporation, upon advice of counsel, and to obtain and continue in effect any and all approvals and clearances of federal or state governmental authorities that may be necessary or advisable in the judgment of the proper officers of the Corporation, upon advice of counsel, for the consummation of the Merger.

**RESOLVED FURTHER**, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as, with the advice of counsel, they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

**RESOLVED FURTHER**, that the proper officers of the Corporation for purposes of the foregoing resolutions be, and they hereby are declared to be, the Chairman of the Board, the President, any Vice President, the Chief Financial Officer, and the Secretary or Assistant Secretary of the Corporation. Any action authorized to be taken by the proper officers of the Corporation may be taken by any proper officer acting alone.

Fourth: This Certificate of Ownership and Merger shall be effective on September 30, 2005 at 5:00 p.m. Eastern Daylight Time.

IN WITNESS WHEREOF, First Watch Restaurants, Inc. has caused this certificate to be signed by Kenneth J. Cruley, its Secretary, on the 29th day of September, 2005.

FIRST WATCH RESTAURANTS, INC.,  
a Delaware corporation

By: 

Name: Kenneth J. Cruley

Title: Secretary