

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Eateries, Inc.		12/29/2006	CORPORATION: OKLAHOMA

RECEIVING PARTY DATA

Name:	Eateries, Inc.
Street Address:	1220 S. Santa Fe Avenue
City:	Edmond
State/Country:	OKLAHOMA
Postal Code:	73003
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1539694	GARFIELD'S
Registration Number:	1543014	CASEY GARFIELD'S
Registration Number:	2228957	FIRE STRINGS
Registration Number:	2649168	PIGGY BACK STACK

CORRESPONDENCE DATA

Fax Number: (212)596-9090
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-596-9000
 Email: tmfilings@fishneave.com
 Correspondent Name: Ryan Colgan
 Address Line 1: 1211 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 8375-113

CH \$115.00 1539694

NAME OF SUBMITTER:	Ryan Colgan
Signature:	/Ryan Colgan/
Date:	02/12/2007
Total Attachments: 4 source=EateriesMerger#page1.tif source=EateriesMerger#page2.tif source=EateriesMerger#page3.tif source=EateriesMerger#page4.tif	

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**EATERIES, INC.,
an Oklahoma corporation**

WITH AND INTO

**EATERIES, INC.,
a Delaware corporation**

Under Section 253 of the General Corporation Law of the State of Delaware, Eateries, Inc., a corporation organized and existing under the laws of the State of Oklahoma (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated pursuant to the Oklahoma General Corporation Act (the "OGCA"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of said State into a parent corporation organized and existing under the laws of other states.

SECOND: That Eateries, Inc. ("Eateries Delaware") was incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of said State into a parent corporation organized and existing under the laws of other states.

THIRD: That the Corporation owns at least ninety percent (90%) of the outstanding shares of the common stock, \$.01 par value per share ("Common Stock"), of Eateries Delaware, and Eateries Delaware has no other class of stock outstanding other than the Common Stock.

FOURTH: That the Board of Directors of the Corporation on December 29, 2006, by the resolutions attached hereto as Exhibit A, determined to merge, effective upon the time set forth in section Seventh of this Certificate of Ownership and Merger, the Corporation into Eateries Delaware (the "Merger") with Eateries Delaware as the surviving corporation of such Merger (the "Surviving Corporation").

FIFTH: The Merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of Oklahoma.

SIXTH: That from and after the effectiveness of the Merger and thereafter until amended as provided by law, the Certificate of Incorporation of the Eateries Delaware on file with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the

Surviving Corporation. The By-laws of Eateries Delaware, as in effect as of the effective time of the Merger, shall be the By-laws of the Surviving Corporation.

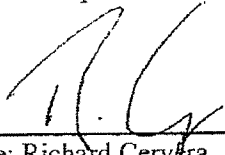
SEVENTH: The Merger shall be effective at such time when this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized person, this 29th day of December, 2006.

EATERIES, INC.,
an Oklahoma corporation

By: _____


Name: Richard Cervera

Title: 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 OWNERSHIP, WHICH MERGES:

"EATERIES, INC.", AN OKLAHOMA CORPORATION,
WITH AND INTO "EATERIES, INC." UNDER THE NAME OF "EATERIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 3:51 O'CLOCK P.M.

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

4274709 8100M

061201988



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5318774

DATE: 12-29-06

RECORDED: 02/12/2007

TRADEMARK
REEL: 003479 FRAME: 0688