

**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
Fiesta, L.L.C.		12/28/2006	LIMITED LIABILITY COMPANY: OKLAHOMA

**RECEIVING PARTY DATA**

Name:	Fiesta Holdings, LLC
Street Address:	1220 S. Santa Fe Avenue
City:	Edmond
State/Country:	OKLAHOMA
Postal Code:	73003
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1728394	GARCIA'S MEXICAN RESTAURANTS
Registration Number:	2127040	A FRESH TRADITION IN MEXICAN FOOD
Registration Number:	2384751	GARCIA'S

**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
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**CH \$90.00 1728394**

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

CERTIFICATE OF MERGER

of

FIESTA, L.L.C.,  
an Oklahoma limited liability company

with and into

FIESTA HOLDINGS, LLC,  
a Delaware limited liability company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), Fiesta Holdings, LLC, a Delaware limited liability company (the "Company"), hereby certifies to the following information relating to the merger of Fiesta, L.L.C., an Oklahoma limited liability company (the "Old Company"), into the Company (the "Merger"):

**FIRST:** The names and states of formation and organization, as applicable, of the Company and the Old Company, which are the constituent limited liability companies in the Merger (the "Constituent Limited Liability Companies"), are as follows:

<u>Name</u>	<u>State</u>
Fiesta Holdings, LLC	Delaware
Fiesta, L.L.C.	Oklahoma

**SECOND:** The Agreement and Plan of Merger dated as of December 28, 2006 (the "Merger Agreement") between the Constituent Limited Liability Companies, setting forth the terms and conditions of the Merger, has been approved and executed by each Constituent Limited Liability Company in accordance with the provisions of the DLLCA and the Oklahoma Limited Liability Company Act.

**THIRD:** The surviving limited liability company of the Merger shall be the Company (the "Surviving LLC") and the name of the Surviving LLC shall be Fiesta Holdings, LLC.

**FOURTH:** The Merger shall be effective at 11:00 am EST on December 29, 2006.

**FIFTH:** The Merger Agreement is on file at the principal place of business of the Surviving LLC. The address of the principal place of business of the Surviving LLC is: 1220 South Santa Fe Avenue, Edmond, Oklahoma 73003.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of either of the Constituent Limited Liability Companies.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of Merger to be signed by an authorized person this 28th day of December, 2006.

FIESTA HOLDINGS, LLC  
a Delaware limited liability company

By: 

\_\_\_\_\_  
Name: Richard Cervera

Title: President

# Delaware

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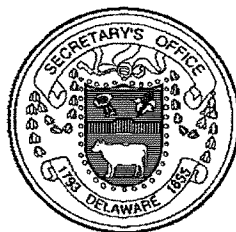
*The First State*

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 MERGER, WHICH MERGES:

"FIESTA, L.L.C.", AN OKLAHOMA LIMITED LIABILITY COMPANY, WITH AND INTO "FIESTA HOLDINGS, LLC" UNDER THE NAME OF "FIESTA HOLDINGS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 3:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 11 O'CLOCK A.M.

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061196466



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5315652

DATE: 12-28-06

RECORDED: 02/12/2007

TRADEMARK  
REEL: 003479 FRAME: 0718