

Form PTO-1594 (Rev. 07/05)
 OMB Collection 0851-0027 (exp. 6/30/2008)

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.

<p>1. Name of conveying party(ies): America's Drive-In Corp.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>Kansas</u> <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>America's Drive-In Holding Inc.</u> Internal Address: <u>Building 1100</u> Street Address: <u>3500 North Rock Road</u> City: <u>Wichita</u> State: <u>Kansas</u> Country: <u>U.S.A.</u> Zip: <u>67226</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Kansas</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance /Execution Date(s) : Execution Date(s) <u>December 20, 2006</u></p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	<p>4. Application number(s) or registration number(s) and Identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>77052,288</u></p> <p>B. Trademark Registration No.(s) _____</p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): Mark: <u>SONIC BOOM</u> filed <u>11/28/2006</u></p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Phillip L. Free, Jr.</u> Internal Address: <u>Crowe & Dunlevy, P.C.</u> Suite <u>1800</u> Street Address: <u>20 North Broadway</u> _____ City: <u>Oklahoma City</u> State: <u>OK</u> Zip: <u>73102-8273</u> Phone Number: <u>405.235.7700</u> Fax Number: <u>405.239.8851</u> Email Address: <u>lpmail@crowedunlevy.com</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 2.8(b)(8) & 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p>
<p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers <u>2025</u> Expiration Date <u>05/10</u></p> <p>b. Deposit Account Number <u>130110</u> Authorized User Name <u>Phillip L. Free, Jr.</u></p>	
<p>9. Signature: <u>Phillip L. Free, Jr.</u> <u>04/25/2007</u> Signature Date</p> <p style="text-align: center;">Phillip L. Free, Jr. Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 3</p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1480, Alexandria, VA 22313-1480

OP \$40.00 77052288

12/15/06 09:42 FAX 3162659719

ADAMS JONES

4002

354-711-4
613-977-8 (3)

53-07

2006 DEC 15 AM 10:27

FILED
SECRETARY OF STATE
KANSAS

CERTIFICATE OF MERGER
OF
AMERICA'S DRIVE-IN CORP.
(a Kansas corporation)
INTO
AMERICA'S DRIVE-IN HOLDING INC.
(a Kansas corporation)

Pursuant to Section 17-6701 of the General
Corporation Code of the State of Kansas

It is hereby certified that:

1. AMERICA'S DRIVE-IN CORP. is a Kansas corporation.
2. AMERICA'S DRIVE-IN HOLDING INC. is a Kansas corporation.
3. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of AMERICA'S DRIVE-IN CORP. and AMERICA'S DRIVE-IN HOLDING INC. in accordance with K.S.A. '17-6701.
4. The name of the surviving corporation is AMERICA'S DRIVE-IN HOLDING INC.
5. The Articles of Incorporation of AMERICA'S DRIVE-IN HOLDING INC. shall be the Articles of Incorporation of the surviving corporation.
6. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation located at 3500 North Rock Road, Building 1100, Wichita, Kansas 67226.
7. A copy of the executed Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of AMERICA'S DRIVE-IN CORP. and AMERICA'S DRIVE-IN HOLDING INC.
8. The Merger shall be effective as of December 20, 2006.


AMERICA'S DRIVE-IN CORP.

By: W. Scott McLain
W. Scott McLain, President

AMERICA'S DRIVE-IN HOLDING INC.

By: W. Scott McLain
W. Scott McLain, President

12-15-2006	11:16:00
053	\$35.00
1307	01
6139778	AA



01620210

I hereby certify this to be a true and
correct copy of the original on file.
Certified on this date: Dec 15, 2006
Ron Thornburgh, Secretary of State

RR