

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/10/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
FIESTA TEXAS, INC.		07/09/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	FIESTA TEXAS, INC.
Street Address:	1540 Broadway
Internal Address:	15th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	DOMESTIC FOR-PROFIT CORPORATION: TEXAS

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	1836140	FIESTA TEXAS
Registration Number:	1802817	FIESTA TEXAS
Registration Number:	1802551	FIESTA TEXAS
Registration Number:	1801578	FIESTA TEXAS
Registration Number:	1801550	FIESTA TEXAS
Registration Number:	1693240	FIESTA TEXAS
Registration Number:	1721108	FIESTA TEXAS
Registration Number:	1730178	FIESTA TEXAS
Registration Number:	2272466	LONESTAR SPECTACULAR
Registration Number:	1934341	THE RATTLER
Registration Number:	1717122	FIESTA TEXAS

**CORRESPONDENCE DATA**

**900101578**

**TRADEMARK  
 REEL: 003739 FRAME: 0517**

**OP \$290.00 1836140**

Fax Number: (212)382-0700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2123820700  
Email: srivera@ostrolenk.com  
Correspondent Name: Charles P. LaPolla  
Address Line 1: 1180 Avenue of the Americas  
Address Line 2: 7th Floor  
Address Line 4: New York, NEW YORK 10036-8403

ATTORNEY DOCKET NUMBER:	8/3263-1 V7133
NAME OF SUBMITTER:	Charles P. LaPolla
Signature:	/CPL/
Date:	03/13/2008

Total Attachments: 5  
source=00913678#page1.tif  
source=00913678#page2.tif  
source=00913678#page3.tif  
source=00913678#page4.tif  
source=00913678#page5.tif



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

FIESTA TEXAS, INC.  
Foreign For-Profit Corporation  
Delaware, USA  
[File Number: 12325206]

Into

Fiesta Texas, Inc. [Prior Name : Fiesta Texas Merger Sub, Inc.]  
Domestic For-Profit Corporation  
[File Number: 800840755]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 07/10/2007

Effective: 07/10/2007



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson  
Secretary of State



## Office of the Secretary of State

July 11, 2007

Capitol Services Inc  
P O Box 1831  
Austin, TX 78767 USA

RE:  
Fiesta Texas, Inc. ( File Number: 800840755 )

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure

**FILED**  
In the Office of the  
Secretary of State of Texas

JUL 10 2007

**Corporations Section**

CERTIFICATE OF MERGER

of

FIESTA TEXAS, INC.  
a Delaware corporation

into

FIESTA TEXAS MERGER SUB, INC.,  
a Texas corporation

Pursuant to the provisions of Subchapter D, Section 10.151 of the Texas Business Organizations Code, the undersigned domestic and foreign corporations certify the following Certificate of Merger adopted for the purpose of effecting a merger in accordance with the provisions of the Texas Business Organizations Code.

1. The name of each of the undersigned corporations that are a party to the Agreement and Plan of Merger and the laws under which such corporations are organized are:

<u>Name of Corporation</u>	<u>State</u>
Fiesta Texas, Inc.	Delaware
Fiesta Texas Merger Sub, Inc.	Texas

2. An Agreement and Plan of Merger was approved and adopted in accordance with the provisions of Subchapter A, Section 10.001 of the Texas Business Organizations Code providing for the combination of Fiesta Texas, Inc., a Delaware corporation, and Fiesta Texas Merger Sub, Inc., a Texas corporation, and resulting in Fiesta Texas Merger Sub, Inc., a Texas corporation, being the sole surviving corporation of the merger.

3. An executed copy of the plan of merger is on file at the principal place of business of Fiesta Texas Merger Sub, Inc., a Texas corporation, 1540 Broadway, 15th Floor, New York, New York 10036 and a copy of the Agreement and Plan of Merger will be furnished by such entity, on written request and without cost, to any shareholder of each domestic corporation that is a party to or created by the plan of merger and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

4. Article One of the Certificate of Formation of the surviving entity shall be replaced in its entirety by the following:

The entity being formed is a business corporation. The name of the entity is: Fiesta Texas, Inc.

5. As to the undersigned domestic corporations, the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote with other shares or as a class, on the Agreement and Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Series or Class</u>
Fiesta Texas Merger Sub, Inc.	100	Common	100

6. As to the undersigned domestic corporations, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the Agreement and Plan of Merger, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Agreement and Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Number of Shares Entitled to vote as a Class or Series</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Fiesta Texas Merger Sub, Inc.	100	-0-	Common	100	-0-

7. The Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the merger was incorporated or organized and by its constituent documents.

8. Fiesta Texas Merger Sub, Inc. will be responsible for the payment of all fees and franchise taxes of Fiesta Texas, Inc. as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid

9. The merger will become effective upon filing with the Secretary of State.

Dated: July 9, 2007

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned hereby executes and delivers this Certificate of Merger as of the date above first written.

FIESTA TEXAS, INC., a Delaware corporation

By: Mary Roma  
Name: Mary Roma  
Title: Assistant Vice President

FIESTA TEXAS MERGER SUB, INC., a Texas corporation

By: Mary Roma  
Name: Mary Roma  
Title: Assistant Vice President