

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CHOWKING FOOD CORPORATION		11/10/2006	CORPORATION: PHILIPPINES
RECEIVING PARTY DATA			
Name:	FRESH N' FAMOUS FOODS INC.		
Street Address:	F. Ortigas Jr. Ave.		
Internal Address:	6th Floor, Jollibee Plaza Building		
City:	Pasig City		
State/Country:	PHILIPPINES		
Postal Code:	1605		
Entity Type:	CORPORATION: PHILIPPINES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2157483	CHOWKING	
CORRESPONDENCE DATA			
Fax Number:	(626)577-8800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	626-795-9900		
Email:	PTO@CPH.COM		
Correspondent Name:	ROBERT A. GREEN		
Address Line 1:	P.O. BOX 7068		
Address Line 4:	PASADENA, CALIFORNIA 91109-7068		
ATTORNEY DOCKET NUMBER:	37761/C819		
DOMESTIC REPRESENTATIVE			
Name:	CHRISTIE, PARKER & HALE, LLP		
Address Line 1:	P.O. BOX 7068		

CH \$40.00 2157483

Address Line 4: PASADENA, CALIFORNIA 91109-7068

NAME OF SUBMITTER:	ROBERT A. GREEN
Signature:	/ROBERT A. GREEN/
Date:	11/11/2008

Total Attachments: 27

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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

**CERTIFICATE OF FILING OF THE
ARTICLES AND PLAN OF MERGER**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Articles and Plan of Merger executed on November 10, 2006, by and among:

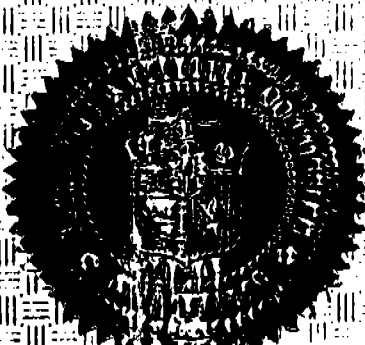
**CHOWKING FOOD CORPORATION
now FRESH N' FAMOUS FOODS INC.
(Surviving Corporation)**


and

**GREENWICH PIZZA CORPORATION
BAKER FRESH FOODS PHILIPPINES, INC.
(Absorbed Corporations)**

copy annexed, approved by a majority vote of the Board of Directors and by the vote of the Stockholders owning or representing at least two-thirds of the outstanding capital stock of constituent corporations on November 10, 2006 signed by the authorized signatories, certified by their respective Corporate Secretaries, whereby the entire assets and liabilities of **GREENWICH PIZZA CORPORATION** and **BAKER FRESH FOODS PHILIPPINES, INC.** will be transferred to and absorbed by **CHOWKING FOOD CORPORATION** now **FRESH N' FAMOUS FOODS INC.** was approved by this Office on this date pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 29th day of December, Two-Thousand Six.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

F.A.D. C.P.R.D.
 BY *[Signature]* BY *[Signature]*
 DATE *12/18/06* DATE *12/18/06*

1 2 4 9 7 3
S.E.C. Registration Number

C R M D

C H O W K I N G F O O D C O R P O R A T I O N
 A S 8 4 - 6 3 6 1

(Company's Full Name)

6 / F J O L L I B E E C E N T E R S A N M I G U E L
 A V E N U E O R T I G A S C E N T E R P A S I G

(Business Address : No. Street City / Town / Province)

ATTY. RICKY SALVADOR

Contact Person

688 7178

Company Telephone Number

12 31
 Month Day
 Fiscal Year

FORM TYPE

04
 Month Day
 Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring Uls Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
 Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

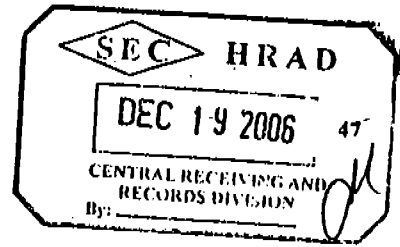
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Cashier

332-5

STAMPS

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ARTICLES OF MERGER
BETWEEN
CHOWKING FOODS CORPORATION
GREENWICH PIZZA CORPORATION
AND
BAKER FRESH FOODS PHILIPPINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to and in compliance with B.P. Blg. 68, otherwise known as the Corporation Code of the Philippines, Chowking Food Corporation ("Chowking"), Greenwich Pizza Corporation ("Greenwich") and Baker Fresh Foods Philippines, Inc. ("Baker Fresh") (collectively, the "Companies"), being the constituent corporations to the merger, hereby adopt and execute these Articles of Merger.

In the manner prescribed by Sections 76 and 77 of the Corporation Code, at least 2/3 of the stockholders and a majority of the members of the Board of Directors of Chowking, Greenwich and Baker Fresh approved the Plan of Merger (attached to these duly certified Articles of Merger) in the meetings of the Board of Directors and Stockholders of the constituent Companies held separately on the dates specified in the minutes of the aforementioned meetings. The Plan of Merger is attached hereto and made an integral part hereof.

II

The aggregate number of outstanding shares as of 10 November 2006, the date of meetings of the Board of Directors and Stockholders of the constituent Companies are set forth below:

Name of Corporation	No. of Subscribed and Outstanding Shares
Chowking Food Corporation	300,000,000 common shares (par value ₱1.00 each)
Greenwich Pizza Corporation	37,750,000 common shares (par value ₱1.00 each)
Baker Fresh Foods Philippines, Inc.	137,894 common shares (par value ₱1.00 each)

Corporation	Shares Voting for	%	Shares Voting Against	Date of Stockholders' Meeting
Chowking	300,000,000	100	None	10 November 2006
Greenwich	37,750,000	100	None	10 November 2006
Baker Fresh	137,894	100	None	10 November 2006

There were no shares voting against the merger between Chowking, Greenwich and Baker Fresh.

IN WITNESS WHEREOF, we have hereunto affixed our respective signatures on 10 November 2006 at Pasig City, Philippines.

CHOWKING FOOD CORPORATION

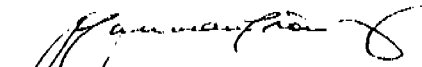
By:



Name: Rufino Dela Rosa
Position: President

GREENWICH PIZZA CORPORATION

By:



Name: Ernesto Tanmantiong
Position: Treasurer and EVP

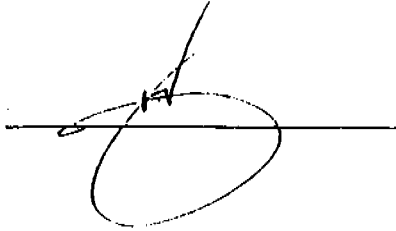
BAKER FRESH FOODS PHILIPPINES, INC.

By:



Name: William Tan Untiong
Position: Managing Director AND Vice President

SIGNED IN THE PRESENCE OF:

A large, stylized handwritten signature in black ink, written over a horizontal line.

A smaller, more cursive handwritten signature in black ink, written over a horizontal line.

We hereby certify that the foregoing Articles of Merger were signed by the President of Chowking, the Treasurer of Greenwich and the Managing Director of Baker Fresh after approval of the Plan of Merger by at least two thirds (2/3) of the outstanding capital stock of our respective corporations in a stockholders meeting duly called for such purpose.

CHOWKING FOOD CORPORATION

By:

A handwritten signature in black ink, written over the printed name and title.
ERNESTO TANMANTIONG
Corporate Secretary

GREENWICH PIZZA CORPORATION

By:

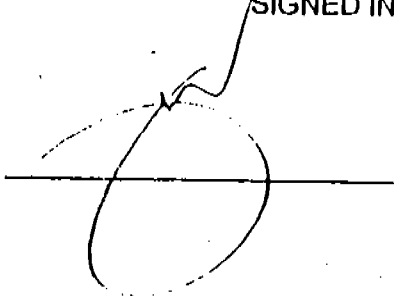
A handwritten signature in black ink, written over the printed name and title.
WILLIAM TAN UNTIONG
Corporate Secretary

BAKER FRESH FOODS PHILIPPINES, INC.

By:

A handwritten signature in black ink, written over the printed name and title.
WILLIAM TAN UNTIONG
Corporate Secretary

SIGNED IN THE PRESENCE OF:

A large, stylized handwritten signature in black ink, written over a horizontal line.

A smaller, more cursive handwritten signature in black ink, written over a horizontal line.

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

BEFORE ME, a Notary Public for and in Pasig City, this 10 th day of November, 2006, personally appeared the following:

Name	Comm. Tax Cert.	Date/Place Issued
Chowking Foods Corporation By: Rufino Dela Rosa	09421076	1-11-06/Bulacan
Greenwich Pizza Corporation By: Ernesto Tanmantiong	21842075	2-10-06/Pasig City
Baker Fresh Foods Philippines, Inc. By: William Tan Untiong	21842070	2-10-06/Pasig City

all known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged before me that the same is their free and voluntary act and deed and the free and voluntary act and deed of the corporations represented herein.

WITNESS MY HAND AND SEAL at the date and at the place first above written.

Doc. No. 400
Page No. 80
Book No. 2
Series of 2006.

LUIS ENRICO D. SALVADOR
NOTARY PUBLIC
UNTIL DECEMBER 31, 2006
PTR # 2965045 Jan 17, 2006 Pasig City
IBP # 689543 Jan 17, 2006 Pasig City

PLAN OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

This Plan of Merger, made and executed this 10th day of November 2006, by and between:

CHOWKING FOOD CORPORATION ("Chowking"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at the 6th Floor, Jollibee Center, San Miguel Ave., Ortigas Center, Pasig City and represented herein by its President and CEO, Rufino Dela Rosa;

- and -

GREENWICH PIZZA CORPORATION ("Greenwich"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office at the 34th Floor, Jollibee Plaza, 10 emerald Ave., Ortigas Center, Pasig City and represented herein by its EVP and Treasurer, Ernesto Tanmantiong;

- and -

BAKER FRESH FOODS PHILIPPINES, INC. ("Baker Fresh") a corporation organized and existing under Philippine laws with Principal offices at #37-B Kalinangan Street, Bo. Caniogan, Pasig City, Philippines and represented herein by its Vice President and Managing Director, William Tan Untiong.

(collectively, the "Companies")

RECITALS:

1. Each of Chowking, Greenwich and Baker Fresh is engaged in the operation of quick-service restaurants belonging to distinct food categories.

- 2.
- To take advantage of the complementary strengths of their respective businesses and to unlock the synergies in basic operations that will result from such endeavor, the Companies have determined that it is to their best interest to merge into one corporation and that such merger will be mutually advantageous and will redound to the advantage and welfare of each of the Companies and their respective shareholders.

NOW, THEREFORE, the parties hereby set forth and agree on the following plan of merger, to wit:

**ARTICLE I
AGREEMENT TO MERGE
AND CHANGE OF CORPORATE NAME**

1.1 Merger of Greenwich and Baker Fresh into Chowking - On the date of approval by the Securities and Exchange Commission of the merger among Greenwich, Baker Fresh and Chowking (the "Effective Date of Merger"), Greenwich and Baker Fresh shall be merged into Chowking pursuant to B.P. Blg. 68, otherwise known as the Corporation Code of the Philippines (the "Corporation Code"), and the terms and conditions set forth under this Plan.

1.2 Effects of Merger - On the Effective Date of the Merger:

- (a) Chowking shall be the surviving corporation (the "Merged Entity") and the separate corporate existence of Greenwich and Baker Fresh shall cease. Chowking, the surviving corporation shall be renamed "Fresh N' Famous Foods, Inc."
- (b) Chowking shall continue to possess all the rights, privileges, immunities and powers it currently possesses, and shall be subject to all the duties and liabilities as a corporation organized under the Corporation Code.
- (c) All the rights, privileges and powers of Greenwich and Baker Fresh arising out of its government licenses, permits, and registrations as well as all the properties, real or personal, tangible or intangible, of Greenwich and Baker Fresh, its contractual and property rights, claims, bank deposits, and every asset, right or interest belonging to or due to Greenwich and Baker Fresh as of September 30, 2006 including all transactions prior to the Effective Date of Merger shall be, as they are taken by, conveyed, assigned, transferred to and vested in Chowking, without need of further act or deed, by operation of law pursuant to Section 80(4) of the Corporation Code.

- (d) Any liability and obligation falling due from Greenwich and Baker Fresh as of September 30, 2006 including all transactions prior to the Effective Date of Merger shall be, as they are hereby, assigned and transferred to and assumed by Chowking, as the surviving corporation. Chowking shall be liable for all such liabilities and obligations of Greenwich and Baker Fresh in the same manner as if Chowking had itself incurred such liabilities and obligations, and any pending claim, action or proceeding brought by or against Greenwich and Baker Fresh may be prosecuted by or against Chowking. The rights of creditors or liens upon the property of Greenwich and Baker Fresh shall not be impaired by the merger; provided, that Chowking shall have the right to exercise all defenses, rights, privileges, set-offs and counterclaims of every kind and nature which Greenwich and Baker Fresh may have or may invoke under existing laws.

- 1.3 Change of Corporate Name of Chowking. The surviving entity, Chowking will change its name from "Chowking Food Corporation" to "Fresh N' Famous Foods, Inc."

**ARTICLE II
CONVERSION OF GREENWICH AND BAKER FRESH SHARES
INTO CHOWKING SHARES**

- 2.1 No Issuance of New Shares. - Pursuant to the determination of the Board of Directors and given that each of Chowking, Greenwich and Baker Fresh are wholly-owned by the same shareholder, Jollibee Foods Corporation, no shares shall be issued by the surviving entity, Chowking pursuant to the merger. Instead, the net assets of Greenwich and Baker Fresh shall be booked or treated as additional paid-in capital in the books of Chowking.
- 2.2 Capital Structure of Greenwich and Baker Fresh. As of the date hereof:
- (a) Greenwich has an authorized capital stock amounting to Eighty Five Million Pesos (P 85,000,000.00), consisting of Eighty Five Million (85,000,000.00) common shares with a par value of P1.00 each, of which the 37,750,000 common shares, are issued and outstanding.
- (b) Baker Fresh has an authorized capital stock amounting to Twenty One Million Pesos (P 21,000,000.00), consisting of Two Hundred Ten Thousand (210,000) common shares with a par value of P100.00 each, of which the 137,894 common shares, are issued and outstanding.

- 2.3 Capital Structure of Chowking. As of the date hereof, Chowking has an authorized capital stock amounting to Four Hundred Million Pesos (P400,000,000.00), consisting of Four Hundred Million (400,000,000) common shares with a par value of P1.00 each. As of the date hereof, Chowking has an outstanding capital stock Three Hundred Million Pesos (P 300,000,000.00) consisting of Three Hundred Million (300,000,000) common shares.

**ARTICLE III
ARTICLES AND BY-LAWS OF MERGED ENTITY**

- 3.1 Articles of Incorporation - The Articles of Incorporation of the Merged Entity shall be the Articles of Incorporation of Chowking.
- 3.2 By-Laws. The By-Laws of the Merged Entity shall be the By-Laws of Chowking.

**ARTICLE IV
PRINCIPAL OFFICE AND BOARD OF DIRECTORS
AND OFFICERS OF MERGED ENTITY**

- 4.1 As of the Effective Date of Merger, the principal office of Chowking shall continue be located in 6th Floor Jollibee Center, San Miguel Ave., Ortigas Center, Pasig City.
- 4.2 The directors and officers of Chowking, the surviving corporation, shall upon the merger becoming effective, be the same as the directors and officers holding office immediately prior to the merger. Such directors and officers, however, may be changed as the stockholders and/or Board of Directors of Chowking, as the surviving corporation, shall determine in accordance with law.

**ARTICLE V
APPROVAL OF BOARD OF DIRECTORS
AND STOCKHOLDERS**

- 5.1 Approval of Merger. This plan has been approved by the stockholders representing at least 2/3 of the outstanding capital stock and by at least majority vote of the Board of Directors of Chowking, Greenwich and Baker Fresh at the following meetings:
- (a) joint meeting of the stockholders and Board of Directors of Chowking held on November 10, 2006;

- (b) joint meeting of the stockholders and Board of Directors of Greenwich held on November 10, 2006; and
- (c) joint meeting of the stockholders and Board of Directors of Baker Fresh held on November 10, 2006.

5.2 Chowking, Greenwich and Baker Fresh agree to cooperate in carrying out the provisions of this Plan to the end that upon the approval of the merger this Plan may be duly consummated.

ARTICLE VI AMENDMENT

Chowking, Greenwich and Baker Fresh, by a majority vote of their respective board of directors, may amend, modify, or supplement this plan of merger in such manner as may be agreed upon by them in writing at any time before or after approval thereof by their respective stockholders; provided, however, that no such amendment, modification or supplement after approval of this plan of merger by the stockholders of both shall substantially change the terms of merger.

ARTICLE VII MISCELLANEOUS

- 7.1 Confidentiality. Each of Chowking, Greenwich and Baker Fresh will use its best efforts to keep confidential any information obtained from the other parties on connection herewith, and, in the event that the Merger is abandoned or not consummated, Chowking, Greenwich and Baker Fresh, each upon the request of the other, return all statements documents and other written information and material obtained in connection herewith and all copies thereof.
- 7.2 Further Assurances. Each of Chowking, Greenwich and Baker Fresh has agreed to, from time to time execute and deliver such other and further instruments and take all such other action as may be necessary or appropriate to more effectively effectuate the Merger.

IN WITNESS WHEREOF, the undersigned corporations have caused their respective duly authorized representatives to sign this Plan of Merger on this 10 th day of November, 2006 at Pasig City, Philippines.

CHOWKING FOOD CORPORATION

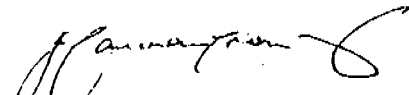
By:



Name: Rufino Dela Rosa
Position: President and CEO

GREENWICH PIZZA CORPORATION

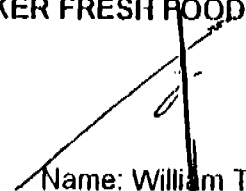
By:



Name: Ernesto Tanmantiong
Position: Treasurer and EV?

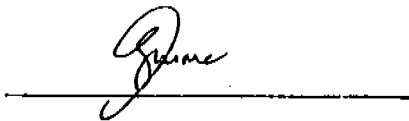
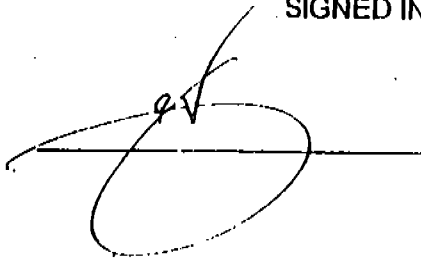
BAKER FRESH FOODS PHILIPPINES, INC.

By:



Name: William Tan Untiong
Position: Managing Director and Vice President

SIGNED IN THE PRESENCE OF:



ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

BEFORE ME, a Notary Public for and in Pasig City, this 10 th day of November, 2006, personally appeared the following:

Name	Comm. Tax Cert.	Date/Place Issued
Chowking Foods Corporation By: Rufino Dela Rosa	09421076	1-11-06/Bulacan
Greenwich Pizza Corporation By: Ernesto Tanmantiong	21842075	2-10-06/Pasig City
Baker Fresh Foods Philippines, Inc. By: William Tan Untiong	21842070	2-10-06/Pasig City

all known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged before me that the same is their free and voluntary act and deed and the free and voluntary act and deed of the corporations represented herein.

WITNESS MY HAND AND SEAL at the date and at the place first above written.

Doc. No. 481
Page No. 5
Book No. Y
Series of 2006.

~~LUIS ENRICO B. SALVADOR
NOTARY PUBLIC
UNTIL DECEMBER 31, 2006
PTR # 2005045 Jul 17, 2006 Pasig City
DR # 002113 Jul 17, 2006 Pasig City~~

CERTIFICATION

I, **WILLIAM TAN UNTIONG**, of legal age, Filipino, and with office address at the 7th Floor Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City, as Corporate Secretary of Greenwich Pizza Corporation ("Greenwich"), hereby certify that the following are the stockholders of record of Greenwich as of 10 November 2006, the date of the meeting of the Board of Directors of Chowking approving the merger by and among Chowking, Greenwich Pizza Corporation and Baker Fresh Foods Philippines, Inc.

Name of Stockholder	Number of Shares
Jollibee Foods Corporation	37,749,988
Tony Tan Caktiong	3
William Tan Untiong	3
Ernesto Tanmantiong	3
Azucena T. King	3
TOTAL	37,750,000

Certified Correct:


WILLIAM TAN UNTIONG
Corporate Secretary

CERTIFICATION

I, **WILLIAM TAN UNTIONG**, of legal age, Filipino, and with office address at the 7F Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City, as Corporate Secretary of Baker Fresh Foods Philippines, Inc. ("Baker Fresh"), hereby certify that the following are the stockholders of record of Baker Fresh as of 10 November 2006, the date of the meeting of the Board of Directors of Chowking Food Corporation ("Chowking") approving the merger by and among Chowking, Greenwich Pizza Corporation and Baker Fresh Foods Philippines, Inc.

Name of Stockholder	Number of Shares
Jollibee Foods Corporation	137,889
Tony Tan Caktiong	1
William Tan Untiong	1
Ernesto Taninantiong	1
Clarita C. Tan	1
Gemma Tanbuntiong	1
TOTAL	137,894

Certified Correct:


WILLIAM TAN UNTIONG
Corporate Secretary

TRADEMARK

REEL: 003886 FRAME: 0387

CERTIFICATION

I, William Tan Untiong, of legal age, Filipino, and with office address at the 7th Floor Jollibee Plaza, 10 Emerald Ave. Ortigas Center, Pasig City, as Corporate Secretary of Chowking Food Corporation ("Chowking"), hereby certify that the following are the stockholders of record of Chowking as of: (a) 10 November 2006, the date of the meeting of the Board of Directors of Chowking approving the merger by and among Chowking, Greenwich Pizza Corporation and Baker Fresh Foods Philippines, Inc. ("Pre-Merger") and (b) upon effectivity of the merger ("Post-Merger"):

Name of Stockholder	Number of Shares Pre-Merger	Number of Shares Post-Merger
Jollibee Foods Corporation	299,999,995	299,999,995
Tony Tan Caktiong	1	1
William Tan Untiong	1	1
Ernesto Tanmantiong	1	1
Rufino L. Dela Rosa	1	1
Anastacia S. Masancay	1	1
TOTAL	300,000,000	300,000,000

Pursuant to the determination of the Board of Directors and given that each of Chowking, Greenwich and Baker Fresh are wholly-owned by the same shareholder, Jollibee Foods Corporation, no shares shall be issued by the surviving entity, Chowking pursuant to the merger. The corresponding net assets of Greenwich and Baker Fresh shall be recorded or treated by Chowking in its books as additional paid-in capital without the issuance of shares.

Certified Correct:


ERNESTO TANMANTIONG
Corporate Secretary

SECRETARY'S CERTIFICATE

I, **WILLIAM TAN UNTIONG**, Corporate Secretary of **BAKER FRESH FOODS PHILIPPINES, INC.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 7F Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City (the Corporation), do hereby certify that at the Joint Meeting of the Board of Directors of the Corporation held at 10F Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City on 10 November 2006, a majority of the Board of Directors and stockholders representing more than two-thirds (2/3) of the Corporation's total issued and outstanding capital approved and adopted the following resolutions:

"WHEREAS, Jollibee Foods Corporation ("Jollibee") wholly owns and controls each of Chowking Foods Corporation ("Chowking"), Greenwich Pizza Corporation ("Greenwich") and Baker Fresh Foods Philippines, Inc. ("Baker Fresh")

WHEREAS:

- (a) Chowking is engaged in the business of owning, operating and franchising oriental fast-food restaurants under the trade name "Chowking";
- (b) Greenwich is engaged in the business of owning, operating and franchising pizza and pasta fast-food restaurants under the trade name "Greenwich";
- (c) Baker Fresh is engaged in the business of owning, operating and franchising bakery products under the trade name "Delifrance";

WHEREAS, the merger of Chowking, Greenwich and Baker Fresh, with Chowking as the surviving entity, is being proposed to take advantage of the shared resources, complementary strengths and economies of scale of the fast-food businesses of Chowking, Greenwich and Baker Fresh and to unlock the resulting synergies in the basic operations of the companies;

RESOLVED, that the merger among Chowking, Greenwich and Baker Fresh under the terms of the attached Plan of Merger and Articles of Merger be, as it hereby is, approved, effective upon the approval of the Securities and Exchange Commission;

RESOLVED FURTHER, that the attached Plan of Merger and Articles of Merger be, as they hereby are, ratified and approved and that the Corporate Secretary or such other person as he may appoint, be authorized to prepare and file such documents as may be necessary to secure the approval of the merger from the pertinent government and regulatory bodies.

RESOLVED FURTHER, that simultaneous with the foregoing merger, the corporate name of Chowking as the surviving entity be changed from "Chowking Foods Corporation" to "Fresh N' Famous Foods, Inc." and to effect such amendment, Article I of the Articles of Incorporation as well as the appropriate heading of the Articles of Incorporation and By-Laws of Chowking be and the same is hereby amended to read as follows:

FIRST: That the name of the said Corporation shall be:

Fresh N' Famous Foods, Inc.
(formerly: Chowking Foods Corporation, as amended on 10 November 2006)

RESOLVED FURTHER, that the foregoing merger and change of name be made effective upon approval of the Securities and Exchange Commission.

RESOLVED FINALLY, that notice of the foregoing merger and change of name be given to the appropriate government agencies, creditors of Chowking, Greenwich and Baker Fresh and other parties concerned.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 10 day of November 2006 at Pasig City.


WILLIAM TAN UNTIONG
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10th day of November 2006 at Pasig City. Affiant exhibited to me his Community Tax Certificate No. 21842070 issued on 10 February 2006 at Pasig City.

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Series of 2006

LUIS ENRICO E. SALVADOR
NOTARY PUBLIC
With Certificate No. 11, 2006
P.O. Box 11, Pasig City
Issued on Jan 17, 2006 Pasig City

TRADEMARK
REEL: 003886 FRAME: 0390

SECRETARY'S CERTIFICATE

I, **WILLIAM TAN UNTIONG**, Corporate Secretary of **GREENWICH PIZZA CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 7F Jollibee Plaza, Emerald Ave., (the Corporation), do hereby certify that at the Joint Meeting of the Board of Directors of the Corporation held at the 10F Jollibee Plaza Emerald Ave., Ortigas Center, Pasig City on 10 November 2006, a majority of the Board of Directors and stockholders representing more than two-thirds (2/3) of the Corporation's total issued and outstanding capital approved and adopted the following resolutions:

"WHEREAS, Jollibee Foods Corporation ("Jollibee") wholly owns and controls each of Chowking Foods Corporation ("Chowking"), Greenwich Pizza Corporation ("Greenwich") and Baker Fresh Foods Philippines, Inc. ("Baker Fresh")

WHEREAS:

- (a) Chowking is engaged in the business of owning, operating and franchising oriental fast-food restaurants under the trade name "Chowking";
- (b) Greenwich is engaged in the business of owning, operating and franchising pizza and pasta fast-food restaurants under the trade name "Greenwich";
- (c) Baker Fresh is engaged in the business of owning, operating and franchising bakery products under the trade name "Delifrance";

WHEREAS, the merger of Chowking, Greenwich and Baker Fresh, with Chowking as the surviving entity, is being proposed to take advantage of the shared resources, complementary strengths and economies of scale of the fast-food businesses of Chowking, Greenwich and Baker Fresh and to unlock the resulting synergies in the basic operations of the companies;

RESOLVED, that the merger among Chowking, Greenwich and Baker Fresh under the terms of the attached Plan of Merger and Articles of Merger be, as it hereby is, approved, effective upon the approval of the Securities and Exchange Commission;

RESOLVED FURTHER, that the attached Plan of Merger and Articles of Merger be, as they hereby are, ratified and approved and that the Corporate Secretary or such other person as he may appoint, be authorized to prepare and file such documents as may

be necessary to secure the approval of the merger from the pertinent government and regulatory bodies.

RESOLVED FURTHER, that as part of the Plan of Merger and simultaneous with the foregoing merger, the corporate name of Chowking as the surviving entity be changed from "Chowking Foods Corporation" to "Fresh N' Famous Foods, Inc." and to effect such amendment, Article I of the Articles of Incorporation as well as the appropriate heading of the Articles of Incorporation and By-Laws of Chowking be and the same is hereby amended to read as follows:

FIRST: That the name of the said Corporation shall be:

Fresh N' Famous Foods, Inc.
(formerly: Chowking Food Corporation, as amended on 10 November 2006)

RESOLVED FURTHER, that the foregoing merger and change of name be made effective upon approval of the Securities and Exchange Commission.

RESOLVED FINALLY, that notice of the foregoing merger and change of name be given to the appropriate government agencies, creditors of Chowking, Greenwich and Baker Fresh and other parties concerned."

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 10th day of November 2006 at Pasig City.


WILLIAM TAN UNTIONG
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10th day of November 2006 at Pasig City. Affiant exhibited to me his Community Tax Certificate No. 21842070 issued on 10 February 2006 at Pasig City.

Doc. No. 4104
Page No. 81
Book No. X
Series of 2006.

~~LUIS ENRICO B. SALVADOR~~
~~NOTARY PUBLIC~~
~~UP TO: DECEMBER 31, 2006~~
~~PIR # 2965825 Jan 17, 2006 Pasig City~~
~~TRP # 009543 Jan 17, 2006 Pasig City~~

SECRETARY'S CERTIFICATE

I, ERNESTO TANMANTIONG, Corporate Secretary of CHOWKING FOOD CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 10F Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City (the Corporation), do hereby certify that at the Joint Meeting of the Board of Directors of the Corporation held at the 10F Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City on 10 November 2006, a majority of the Board of Directors and stockholders representing more than two-thirds (2/3) of the Corporation's total issued and outstanding capital approved and adopted the following resolutions:

"WHEREAS, Jollibee Foods Corporation ("Jollibee") wholly owns and controls each of Chowking Food Corporation ("Chowking"), Greenwich Pizza Corporation ("Greenwich") and Baker Fresh Foods Philippines, Inc. ("Baker Fresh")

WHEREAS:

- (a) Chowking is engaged in the business of owning, operating and franchising oriental fast-food restaurants under the trade name "Chowking";
- (b) Greenwich is engaged in the business of owning, operating and franchising pizza and pasta fast-food restaurants under the trade name "Greenwich";
- (c) Baker Fresh is engaged in the business of owning, operating and franchising bakery products under the trade name "Delifrance";

WHEREAS, the merger of Chowking, Greenwich and Baker Fresh, with Chowking as the surviving entity, is being proposed to take advantage of the shared resources, complementary strengths and economies of scale of the fast-food businesses of Chowking, Greenwich and Baker Fresh and to unlock the resulting synergies in the basic operations of the companies;

RESOLVED, that the merger among Chowking, Greenwich and Baker Fresh under the terms of the attached Plan of Merger and Articles of Merger be, as it hereby is, approved, effective upon the approval of the Securities and Exchange Commission;

RESOLVED FURTHER, that the attached Plan of Merger and Articles of Merger be, as they hereby are, ratified and approved and that the Corporate Secretary or such other person as he may appoint, be authorized to prepare and file such documents as may be necessary to secure the approval of the merger from the pertinent government and regulatory bodies.

RESOLVED FURTHER, that as part of the Plan of Merger and simultaneous with the foregoing merger, the corporate name of Chowking as the surviving entity be changed from "Chowking Foods Corporation" to "Fresh N' Famous Foods, Inc." and to effect such amendment, Article I of the Articles of Incorporation as well as the appropriate heading of the Articles of Incorporation and By-Laws of Chowking be and the same is hereby amended to read as follows:

FIRST: That the name of the said Corporation shall be:

Fresh N' Famous Foods, Inc. (formerly:
Chowking Food Corporation, as amended on
10 November 2006)

RESOLVED FURTHER, that the foregoing merger and change of name be made effective upon approval of the Securities and Exchange Commission.

RESOLVED FINALLY, that notice of the foregoing merger and change of name be given to the appropriate government agencies, creditors of Chowking, Greenwich and Baker Fresh and other parties concerned.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 10th day of November 2006 at Pasig City.


ERNESTO TANMANTIONG
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10th day of November 2006
at Pasig City. Affiant exhibited to me his Community Tax Certificate No. 21842075
issued on 10 February 2006 at Pasig City.

Doc. No. 402
Page No. 81
Book No. 11
Series of 2006.

~~LUIS ENRICO E. SALVADOR
NOTARY PUBLIC
UNTIL DECEMBER 31, 2006
PTR # 2065948 Jan 17, 2006 Pasig City
IBP # 609513 Jan 17, 2006 Pasig City~~

TRADEMARK

REEL: 003886 FRAME: 0395

CERTIFICATION

I, RUFINO DELA ROSA, President of CHOWKING FOOD CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 6F Jollibee Center, San Miguel Ave., Ortigas Center, Pasig City (the Corporation), do hereby certify that all creditors of the Corporation have been properly notified of the proposed merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 11th day of December 2006 at Pasig City.


RUFINO DELA ROSA
President

SUBSCRIBED AND SWORN to before me this 12th day of December 2006 at Pasig City. Affiant exhibited to me his Community Tax Certificate No. 09421076 issued on 1-11-06 at Pasig City.

Doc. No. 29
Page No. 18
Book No. 11
Series of 2006.

LUIS ENRICO M. SALVADOR
NOTARY PUBLIC
UNTIL DECEMBER 31, 2010
PTR # 2965845, Jan. 17, 2006, Pasig City
HIP # 659543, Jan. 17, 2006, Pasig City

CERTIFICATION

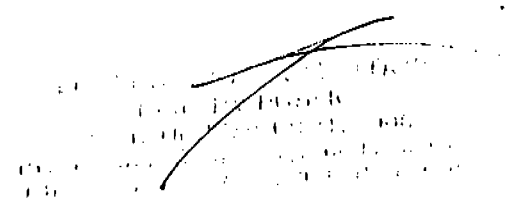
I, ERNESTO TANMANTIONG, Treasurer of GREENWICH PIZZA CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 10F Jollibee Plaza, Emerald Ave., (the Corporation), do hereby certify that all creditors of the Corporation have been properly notified of the proposed merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 11th day of December 2006 at Pasig City.


ERNESTO TANMANTIONG
Treasurer

SUBSCRIBED AND SWORN to before me this 11th day of December 2006 at Pasig City. Affiant exhibited to me his Community Tax Certificate No. issued on [] at [] City.

Doc. No. 127
Page No. 26
Book No. 41
Series of 2006.



CERTIFICATION

I, ERNESTO TANMANTIONG, Treasurer of BAKER FRESH FOODS PHILIPPINES, INC., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 10F Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City (the Corporation), do hereby certify that all creditors of the Corporation have been properly notified of the proposed merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 11th day of December 2006 at Pasig City.


ERNESTO TANMANTIONG
Treasurer

SUBSCRIBED AND SWORN to before me this 15th day of December 2006 at Pasig City. Affiant exhibited to me his Community Tax Certificate No. 21842070 issued on 2-10-06 at Pasig City.

Doc. No. 126
Page No. 26
Book No. 41
Series of 2006.

~~LUIS ENRICO F. SALVADOR~~
~~NOTARY PUBLIC~~
~~UNITED STATES BAR # 31, 2006~~
~~PR # 17, 2006 Pasig City~~
~~BAR # 17, 2006 Pasig City~~

TRADEMARK

REEL: 003886 FRAME: 0398

CERTIFICATION

I, RUFINO DELA ROSA, President of CHOWKING FOOD CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 6F Jollibee Center, San Miguel Ave., Ortigas Center, Pasig City (the Corporation) do hereby certify that all creditors of the Corporation have been properly notified of the proposed merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this 11th day of December 2006 at Pasig City.


RUFINO DELA ROSA
President

SUBSCRIBED AND SWORN to before me this 12th day of December 2006 at Pasig City. Affiant exhibited to me his Community Tax Certificate No. 09421076 issued on 1-11-06 at Pasig City.

~~LUIS ENRIQUE F. SALVADOR
NOTARY PUBLIC
OFFICE: 1100 LAKESHORE DRIVE, PASIG CITY
P.O. BOX 1100, PASIG CITY
TEL: 02-638-1100~~

Doc. No. 89
Page No. 18
Book No. VI
Series of 2006.