

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/15/2010		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Oregano's Pizza Bistro, Inc.		07/13/2010
			<b>Entity Type</b>
			CORPORATION: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Oregano's Restaurants, Inc.		
<b>Street Address:</b>	7217 East Shea Boulevard		
<b>City:</b>	Scottsdale		
<b>State/Country:</b>	ARIZONA		
<b>Postal Code:</b>	85016		
<b>Entity Type:</b>	CORPORATION: ARIZONA		
<b>PROPERTY NUMBERS Total: 2</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	3267453	OREGANO'S
	Registration Number:	1962807	OREGANO'S PIZZA BISTRO
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(402)346-1148		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	402-346-6000		
<b>Email:</b>	patrick.stephenson@kutakrock.com		
<b>Correspondent Name:</b>	Patrick C. Stephenson		
<b>Address Line 1:</b>	1650 Farnam Street		
<b>Address Line 4:</b>	Omaha, NEBRASKA 68102		
<b>NAME OF SUBMITTER:</b>	Patrick C. Stephenson		
<b>Signature:</b>	/Patrick C. Stephenson/		
<b>Date:</b>	11/10/2010		

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Total Attachments: 4

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CORPORATION COMMISSION  
FILED

JUL 15 2010

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ARTICLES OF AMENDMENT AND MERGER

of  
OREGANO'S PIZZA BISTRO, INC., 0867527-0  
an Arizona corporation,  
and  
OPB ACQUISITIONS, INC., 1611110-2  
an Arizona corporation

1. Filed simultaneously with these Articles of Merger is the Plan of Merger (the "Plan") that has been adopted and approved, pursuant to Arizona Revised Statutes § 10-1101, *et seq.*, by (a) the Board of Directors of OREGANO'S PIZZA BISTRO, INC., an Arizona corporation, and (b) the Board of Directors of OPB ACQUISITIONS, INC., an Arizona corporation.

2. The names of the corporations that are parties to the merger are as follows:

OREGANO'S PIZZA BISTRO, INC., an Arizona corporation  
and  
OPB ACQUISITIONS, INC., an Arizona corporation.

3. The name and address of the known place of business of the surviving corporation are as follows:

OREGANO'S PIZZA BISTRO, INC.  
7217 East Shea Boulevard  
Scottsdale, Arizona 85260

4. The name and address of the statutory agent of the surviving corporation are as follows:

Alexander Poulos  
c/o Tiffany & Bosco, P.A.  
3<sup>rd</sup> Floor, Camelback Esplanade II  
2525 East Camelback Road  
Phoenix, Arizona 85016

5. The surviving corporation, OREGANO'S PIZZA BISTRO, INC., adopts the following amendment to its Articles of Incorporation:

The text of Article I of the Articles of Incorporation is deleted in its entirety and replaced with the following language:

"The name of the corporation shall be Oregano's Restaurants, Inc."

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6. There was one voting group consisting of Five Hundred Sixty Three Thousand Five Hundred Twenty Five (563,525) shares of common stock of the surviving corporation, OREGANO'S PIZZA BISTRO, INC., outstanding and entitled to vote on the Plan at the time the Plan was adopted by the Board of Directors of the surviving corporation. The total number of undisputed votes cast for the Plan by such voting group was Five Hundred Fifty Five Thousand Two Hundred Forty One (555,241). The number of votes cast for the Plan by such voting group was sufficient for approval by such voting group.

7. There was one voting group consisting of One Hundred (100) shares of common stock of OPB ACQUISITIONS, INC. outstanding and entitled to vote on the Plan at the time the Plan was adopted by the Board of Directors of OPB ACQUISITIONS, INC. All outstanding shares were voted for the Plan.

Dated as of July 13, 2010

OREGANO'S PIZZA BISTRO, INC., an  
Arizona corporation

By:   
Christopher R. Thomas, its President and  
Chief Executive Officer

**PLAN OF MERGER**  
of  
**OREGANO'S PIZZA BISTRO, INC.,**  
an Arizona corporation,  
and  
**OPB ACQUISITIONS, INC.,**  
an Arizona corporation

Pursuant to Arizona Revised Statutes ("A.R.S.") Section 10-1101, *et seq.*, OREGANO'S PIZZA BISTRO, INC. and OPB ACQUISITIONS, INC. have adopted and approved this Plan of Merger:

1. The names of the corporations planning to merge are as follows:

OREGANO'S PIZZA BISTRO, INC.  
and  
OPB ACQUISITIONS, INC.

2. The name of the surviving corporation is as follows:

OREGANO'S PIZZA BISTRO, INC.

3. The terms and conditions of the merger are as follows:

Upon delivery of this Plan of Merger to the Arizona Corporation Commission for filing (the "Effective Time"), OPB ACQUISITIONS, INC. shall merge with and into OREGANO'S PIZZA BISTRO, INC., with OREGANO'S PIZZA BISTRO, INC. being the surviving corporation. At the Effective Time, (a) the separate existence of OPB ACQUISITIONS, INC. shall cease, (b) title to all property, rights and assets of OPB ACQUISITIONS, INC. shall automatically vest in OREGANO'S PIZZA BISTRO, INC. without reversion or impairment, and (c) all liabilities and obligations of OPB ACQUISITIONS, INC. shall automatically be assumed by OREGANO'S PIZZA BISTRO, INC.

4. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving or any other corporation or into cash or other property, in whole or in part, are as follows:

Each share of common stock of OREGANO'S PIZZA BISTRO, INC. that is issued and outstanding at the Effective

Time shall be exchanged at the Effective Time for one (1) share of common stock of OREGANO'S HOLDINGS, INC., a Delaware corporation that is the sole shareholder of OPB ACQUISITIONS, INC.

All shares of capital stock of OPB ACQUISITIONS, INC. that are issued and outstanding at the Effective Time shall automatically be cancelled at the Effective Time.

5. At the Effective Time, the Articles of Incorporation of the surviving corporation, OREGANO'S PIZZA BISTRO, INC., shall be amended as follows:

The text of Article I shall be deleted in its entirety and replaced with the following language:

"The name of the corporation shall be Oregano's Restaurants, Inc."

6. This Plan of Merger may be abandoned, without further shareholder action, if, after this Plan of Merger has been approved by the Company's shareholders, the President of the Company determines, in his sole discretion, that consummation of the merger is not in the best interest of the Company and its shareholders.