

Form PTO-1594 (Rev. 03-11)
 OMB Collection 0651-0027 (exp. 03/31/2012)

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): Cara Franchising Limited</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>Ontario, Canada</u> <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) <u>Canada</u></p> <p>Additional names of conveying parties attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name: <u>Cara Operations Limited</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>199 Four Valley Drive</u></p> <p>City: <u>Vaughan</u></p> <p>State: <u>Ontario (Province)</u></p> <p>Country: <u>Canada</u> Zip: <u>L4K 0B8</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>Canadian</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 type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance / Execution Date(s) : Execution Date(s) <u>February 23, 2011</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>	

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	<u>3023533</u>

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Osler, Hoskin & Harcourt LLP</u></p> <p>Internal Address: <u>c/o John Boadway</u></p> <p>Street Address: <u>100 King St. W., Suite 6100</u></p> <p>City: <u>Toronto</u></p> <p>State: <u>Ontario</u> Zip: <u>M5X 1B8</u></p> <p>Phone Number: <u>416-862-5917</u></p> <p>Fax Number: <u>416-862-6666</u></p> <p>Email Address: <u>jboadway@osler.com</u></p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$<u>90.00</u></p> <p> <input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>Deposit Account Number _____</p> <p>Authorized User Name _____</p>
---	--

9. Signature:  June 10, 2011

Signature Date

JOHN BOADWAY Total number of pages including cover sheet, attachments, and document: 28

Name of Person Signing

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 1450, Alexandria, VA 22313-1450


ADDITIONAL SHEET TO THE RECORDATION FORM COVER SHEET

Names of conveying parties

1. Cara Operations Limited/Entreprises Cara Limitee, a Corporation
2. Dynamic Food Service Solutions Inc./Solutions de Services Alimentaires Dynamic Inc., a Corporation
3. Kelsey's Restaurants Inc., a Corporation
4. Milestone's Restaurants Inc., a Corporation
5. Cara Franchising Limited, a Corporation

ADDITIONAL SHEET TO THE RECORDATION FORM COVER SHEET

4. Application number(s) or registration number(s) and identification or description of the Trademark

Trade-mark	Registration No.	Application No.
MONTANA'S COOKHOUSE MONTANA'S COOKHOUSE	3023533	78496294
MONTANTA'S COOKHOUSE & BAR 	3023534	78496323
MONTANA'S STEAK COMPANY	1884371	74378954

Ministry For Ministry Use Only
À l'usage exclusif du ministère
Government Services

Services gouvernementaux

Ontario Corporation Number
Numéro de la société en Ontario

Ontario
CERTIFICATE
This is to certify that these articles
are effective on

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1844540

FEBRUARY 23 FÉVRIER, 2011

K. Coy
Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

C	A	R	A		O	P	E	R	A	T	I	O	N	S		L	I	M	I	T	E	D	/	E	N	T	R	E	P
R	I	S	E	S		C	A	R	A		L	I	M	I	T	E	E												

2. The address of the registered office is:
Adresse du siège social:

199 Four Valley Drive

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Vaughan

ONTARIO

L 4 K 0 B 8

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

10

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, County and Postal Code
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R.,
le nom de la municipalité, la province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

See page 1A attached.

1A

4. The director(s) is/are:

<i>First name, initials and surname</i>	<i>Address for service, giving Street & No. or R.R. No., Municipality and Postal Code</i>	<i>Resident Canadian State Yes or No</i>
John T. Evans	100 King Street West 1 First Canadian Place, P.O. Box 50 Toronto, Ontario, Canada M5X 1B8	Yes
Rosemary Phelan	61 Elm Avenue Toronto, Ontario, Canada M4W 1N6	Yes
Holiday Phelan-Johnson	140 Bulkley Avenue Sausalito, California U.S.A. 04965	No
H. Gail Regan	1 May Square Toronto, Ontario, Canada M4W 1S8	Yes
Don M. Robinson	199 Four Valley Drive Vaughan, Ontario, Canada L4K 0B8	Yes
M. Bernard Syron	47 Highland Avenue Toronto, Ontario, Canada M4W 2A2	Yes
John H. Tory	300 Bloor Street East, Suite 2701 Toronto, Ontario, Canada M4W 3Y2	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / *Convention de fusion :*

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / *Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :*

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CARA OPERATIONS LIMITED/ENTREPRISES CARA LIMITEE

and are more particularly set out in these articles,
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Cara Operations Limited/Entreprises Cara Limitee	1814433	20	1	02-25
Dynamic Food Service Solutions Inc./Solutions de Services Alimentaires Dynamic Inc.	2006449	2011	02	25
Kelsey's Restaurants Inc.	1788236	2011	02	25
Milestone's Restaurants Inc.	2008627	2011	02	25
Cara Franchising Limited	2274374	2011	02	25

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

1,100,000 Class A Common Shares;
1,625,000 Class B Common Shares; and
48,805,209 Class C Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See pages 4A and 4B attached.

CLASS A COMMON SHARES

1. **Payment of Dividends:** The holders of the Class A Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class A Common Shares, the board of directors may in its sole discretion declare dividends on the Class A Common Shares to the exclusion of any other class of shares of the Corporation.
2. **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class A Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to the holders of the Class A Common Shares, be entitled to participate rateably with the holders of the Class B Common Shares and the Class C Common Shares in any distribution of the assets of the Corporation.
3. **Voting Rights:** The holders of the Class A Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class A Common Share held at all such meetings. Except to the extent specifically required by the Act, the holders of the Class A Common Shares shall not have any entitlement to vote separately as a class on any matter.

CLASS B COMMON SHARES

1. **Payment of Dividends:** The holders of the Class B Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class B Common Shares, the board of directors may in its sole discretion declare dividends on the Class B Common Shares to the exclusion of any other class of shares of the Corporation.
2. **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class B Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to the holders of the Class B Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares and the Class C Common Shares in any distribution of the assets of the Corporation.

4B

3. **Voting Rights:** The holders of the Class B Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class B Common Share held at all such meetings. Except to the extent specifically required by the Act, the holders of the Class B Common Shares shall not have any entitlement to vote separately as a class on any matter.

CLASS C COMMON SHARES

1. **Payment of Dividends:** The holders of the Class C Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class C Common Shares, the board of directors may in its sole discretion declare dividends on the Class C Common Shares to the exclusion of any other class of shares of the Corporation.
2. **Participation upon Liquidation, Dissolution or Winding-Up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Class C Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to the holders of the Class C Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares and the Class B Common Shares in any distribution of the assets of the Corporation.
3. **Voting Rights:** The holders of the Class C Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class C Common Share held at all such meetings. Except to the extent specifically required by the Act, the holders of the Class C Common Shares shall not have any entitlement to vote separately as a class on any matter.

9. The issue, transfer or ownership of shares is/le not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The shares of the Corporation shall be subject to the restriction on transfer of securities set out under Other provisions.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

The securities of the Corporation, other than non-convertible debt securities, shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.


11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

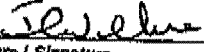
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

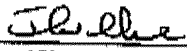
CARA OPERATIONS LIMITED/ENTREPRISES CARA LIMITEE

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Ian Wilkie
Print name of signatory /
Nom du signataire en lettres moulées
Senior Vice President
and Corporate Secretary
Description of Office / Fonction


DYNAMIC FOOD SERVICE SOLUTIONS INC./SOLUTIONS DE
SERVICES ALIMENTAIRES DYNAMIC INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Ian Wilkie
Print name of signatory /
Nom du signataire en lettres moulées
President and Corporate
Secretary
Description of Office / Fonction

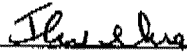
KELSEY'S RESTAURANTS INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Ian Wilkie
Print name of signatory /
Nom du signataire en lettres moulées
Senior Vice President and
Corporate Secretary
Description of Office / Fonction

MILESTONE'S RESTAURANTS INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Ian Wilkie
Print name of signatory /
Nom du signataire en lettres moulées
Senior Vice President and
Corporate Secretary
Description of Office / Fonction

CARA FRANCHISING LIMITED

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Ian Wilkie
Print name of signatory /
Nom du signataire en lettres moulées
President and Secretary
Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF THE CHIEF FINANCIAL OFFICER

I, **Stephen Smith**, of the City of Toronto, in the Province of Ontario, solemnly state that:

1. I am the Chief Financial Officer of **Cara Operations Limited**, one of the amalgamating corporations (the "**Corporation**") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED February 28, 2011.



Stephen Smith

SCHEDULE "A"

STATEMENT OF THE CHIEF FINANCIAL OFFICER

I, **Stephen Smith**, of the City of Toronto, in the Province of Ontario, solemnly state that:

1. I am the Chief Financial Officer of **Dynamic Food Service Solutions Inc.**, one of the amalgamating corporations (the "**Corporation**") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED February 28, 2011.



Stephen Smith

SCHEDULE "A"

STATEMENT OF THE CHIEF FINANCIAL OFFICER

I, **Stephen Smith**, of the City of Toronto, in the Province of Ontario, solemnly state that:

1. I am the Chief Financial Officer of **Kelsey's Restaurants Inc.**, one of the amalgamating corporations (the "**Corporation**") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED February 29, 2011.



Stephen Smith


SCHEDULE "A"

STATEMENT OF THE CHIEF FINANCIAL OFFICER

I, **Stephen Smith**, of the City of Toronto, in the Province of Ontario, solemnly state that:

3. I am the Chief Financial Officer of **Milestone's Restaurants Inc.**, one of the amalgamating corporations (the "**Corporation**") and as such have personal knowledge of the matters herein deposed to.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED February 28, 2011.



Stephen Smith

SCHEDULE "A"

STATEMENT OF THE CHIEF FINANCIAL OFFICER

I, **Stephen Smith**, of the City of Toronto, in the Province of Ontario, solemnly state that:

1. I am the Chief Financial Officer of **Cara Franchising Limited**, one of the amalgamating corporations (the "**Corporation**") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED February 28, 2011.



Stephen Smith

SCHEDULE "B"**CARA OPERATIONS LIMITED
(the "Corporation")****CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS****"RESOLVED THAT:**


1. The amalgamation of the Corporation, Dynamic Food Service Solutions Inc. ("DFSS"), Kelsey's Restaurants Inc. ("Kelsey's"), Milestone's Restaurants Inc. ("Milestone's") and Cara Franchising Limited ("Newco") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("OBCA"), effective February 28, 2011, is authorized and approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of DFSS, Kelsey's, Milestone's and Newco under their articles and of any act done thereunder, all shares in the capital of DFSS, Kelsey's, Milestone's and Newco, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the Class A Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class A Common Shares of the Corporation.
7. The stated capital of the Class B Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class B Common Shares of the Corporation.
8. The stated capital of the Class C Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class C Common Shares of the Corporation.
9. Any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director's or officer's sole discretion, to give effect to this resolution."

[Signature page follows]

- 2 -

CERTIFIED to be a true and correct copy of a resolution passed by the directors of the Corporation on February 25, 2011, which resolution is still in full force and effect, unamended.

DATED February 28, 2011.



Ian Wilkie
Senior Vice President, General Counsel &
Corporate Secretary

SCHEDULE "B"**CARA FRANCHISING LIMITED
(the "Corporation")****CERTIFIED RESOLUTION OF THE SOLE DIRECTOR****"RESOLVED THAT:**

1. The amalgamation of the Corporation, Cara Operations Limited ("Cara"), Dynamic Food Service Solutions Inc., Kelsey's Restaurants Inc, and Milestone's Restaurants Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("OBCA"), effective February 28, 2011, is authorized and approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of Cara.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of Cara.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the Class A Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class A Common Shares of Cara.
7. The stated capital of the Class B Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class B Common Shares of Cara.
8. The stated capital of the Class C Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class C Common Shares of Cara.
9. Any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director's or officer's sole discretion, to give effect to this resolution."

[Signature page follows]

- 2 -

CERTIFIED to be a true and correct copy of a resolution passed by the director of the Corporation on February 25, 2011, which resolution is still in full force and effect, unamended.

DATED February 28, 2011.



Ian Wilkie
President and Secretary

SCHEDULE "B"**DYNAMIC FOOD SERVICE SOLUTIONS INC.
(the "Corporation")****CERTIFIED RESOLUTION OF THE SOLE DIRECTOR****"RESOLVED THAT:**

1. The amalgamation of the Corporation, Cara Operations Limited ("Cara"), Kelsey's Restaurants Inc., Milestone's Restaurants Inc. and Cara Franchising Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("OBCA"), effective February 28, 2011, is authorized and approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of Cara.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of Cara.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the Class A Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class A Common Shares of Cara.
7. The stated capital of the Class B Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class B Common Shares of Cara.
8. The stated capital of the Class C Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class C Common Shares of Cara.
9. Any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director's or officer's sole discretion, to give effect to this resolution."

[Signature page follows]

- 2 -

CERTIFIED to be a true and correct copy of a resolution passed by the director of the Corporation on February 25, 2011, which resolution is still in full force and effect, unamended.

DATED February 28, 2011.



Ian Wilkie
President and Corporate Secretary

SCHEDULE "B"**KELSEY'S RESTAURANTS INC.
(the "Corporation")****CERTIFIED RESOLUTION OF THE SOLE DIRECTOR****"RESOLVED THAT:**

1. The amalgamation of the Corporation, Cara Operations Limited ("Cara"), Dynamic Food Service Solutions Inc., Milestone's Restaurants Inc. and Cara Franchising Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("OBCA"), effective February 28, 2011, is authorized and approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of Cara.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of Cara.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the Class A Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class A Common Shares of Cara.
7. The stated capital of the Class B Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class B Common Shares of Cara.
8. The stated capital of the Class C Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class C Common Shares of Cara.
9. Any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director's or officer's sole discretion, to give effect to this resolution."

[Signature page follows]

- 2 -

CERTIFIED to be a true and correct copy of a resolution passed by the director of the Corporation on February 25, 2011, which resolution is still in full force and effect, unamended.

DATED February 28, 2011.



Ian Wilkie
Senior Vice President and Corporate Secretary

SCHEDULE "B"**MILESTONE'S RESTAURANTS INC.
(the "Corporation")****CERTIFIED RESOLUTION OF THE SOLE DIRECTOR****"RESOLVED THAT:**

1. The amalgamation of the Corporation, Cara Operations Limited ("Cara"), Dynamic Food Service Solutions Inc., Kelsey's Restaurants Inc. and Cara Franchising Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) ("OBCA"), effective February 28, 2011, is authorized and approved.
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of Cara.
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of Cara.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the Class A Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class A Common Shares of Cara.
7. The stated capital of the Class B Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class B Common Shares of Cara.
8. The stated capital of the Class C Common Shares of the amalgamated corporation shall be equal to the stated capital of the Class C Common Shares of Cara.
9. Any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director's or officer's sole discretion, to give effect to this resolution."

[Signature page follows]

- 2 -

CERTIFIED to be a true and correct copy of a resolution passed by the director of the Corporation on February 25, 2011, which resolution is still in full force and effect, unamended.

DATED February 28, 2011.



Ian Wilkie
Senior Vice President and Corporate Secretary

Osler, Hoskin & Harcourt LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8
416.362.2111 MAIN
416.862.6666 FACSIMILE

OSLER

Toronto
Montréal
Ottawa
Calgary
New York

June 10, 2011

John Boadway
Direct Dial: 416.862.5917
jboadway@osler.com
Cur Matter Number: 1042246

SENT BY FACSIMILE

Mail Stop Assignment Recordation Services
Director of the USPTO
P.O. Box 1450
Alexandria, VA 22313-1450
United States of America

Dear Sir/Madame:

Articles of Amalgamation

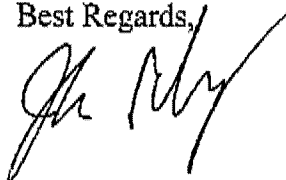
**Trade-mark Owners: Cara Operations Limited; Kelsey's Restaurants Inc.;
and Milestone's Restaurants Inc.**

Enclosed is a copy of the articles of amalgamation for Cara Operations Limited. Also enclosed is a Recordation Form Cover Sheet, related enclosures and the prescribed fee for filing with the Trade-marks Office.

We respectfully submit that we have addressed all of the outstanding issues in the Examiner's letter of May 11, 2011.

Please record the articles of amalgamation against the three trade-mark registrations set out in an enclosure to the Recordation Form Cover Sheet.

Best Regards,



John Boadway
JB:km

Enclosure