

12/02/2011



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Electronic Version v1.1
Stylesheet Version v1.1

MCD 11/21/11

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 11/27/2011 |

| | | | |
|----------------------|----------|----------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Sbarro, Inc. | | 11/18/2011 | CORPORATION: NEW YORK |

| | |
|----------------------|-------------------------------------|
| RECEIVING PARTY DATA | |
| Name: | Sbarro LLC |
| Street Address: | 401 Broadhollow Road |
| City: | Melville |
| State/Country: | NEW YORK |
| Postal Code: | 11747 |
| Entity Type: | LIMITED LIABILITY COMPANY: NEW YORK |

PROPERTY NUMBERS Total: 15

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------------|
| Serial Number: | 85293037 | SBARRO FRESH ITALIAN COOKING |
| Registration Number: | 1826726 | CAFE SBARRO |
| Registration Number: | 3230261 | CARMELA'S |
| Registration Number: | 2173621 | LA CUCINA DI CAPRI |
| Registration Number: | 2622141 | MAMA MAKES IT BETTER |
| Registration Number: | 2622140 | MAMA SBARRO |
| Registration Number: | 2646881 | MAMA SBARRO'S PIZZERIA |
| Registration Number: | 985647 | SBARRO |
| Registration Number: | 1991581 | SBARRO |
| Registration Number: | 3549590 | SBARRO FRESH ITALIAN COOKING |
| Registration Number: | 1834998 | SBARRO THE BEST ITALIAN CHOICE |
| Registration Number: | 1161472 | SBARRO THE ITALIAN EATERY |
| Registration Number: | 3125530 | THE BIG MINI...BIG ON TASTE |

CH \$390.00 85293037

| | | |
|----------------------|---------|-----------------------------------|
| Registration Number: | 2511105 | TONY & BRUNO'S |
| Registration Number: | 1763821 | WHERE MAMA STILL RUNS THE KITCHEN |

CORRESPONDENCE DATA

Fax Number: (312)862-2200
Phone: 3128623312
Email: patrick.lau@kirkland.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Kirkland & Ellis LLP
Address Line 1: 300 North LaSalle
Address Line 2: c/o Patrick Lau, Legal Assistant
Address Line 4: Chicago, ILLINOIS 60654

| | |
|-------------------------|-------------|
| ATTORNEY DOCKET NUMBER: | 13970-13 PL |
| NAME OF SUBMITTER: | Patrick Lau |
| Signature: | /pl/ |
| Date: | 11/21/2011 |

Total Attachments: 5
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on November 18, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 05/09

TRADEMARK
REEL: 004689 FRAME: 0743

CSC 45
Drawdown

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New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF MERGER

OF

**SBARRO, INC.,
a New York Corporation**

INTO

**NEW SBARRO LLC,
a New York Limited Liability Company**

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each domestic limited liability company or other domestic business entity that is to merge is:

| Name of Entity | State of Organization |
|----------------|-----------------------|
| Sbarro, Inc. | New York |
| New Sbarro LLC | New York |

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is:

The certificate of incorporation of Sbarro, Inc. was filed with Department of State, Division of Corporations of the State of New York on: November 1, 1977.

The articles of organization of New Sbarro LLC were filed with the Department of State, Division of Corporations of the State of New York on: November 17, 2011.

THIRD: Article First of the articles of organization of the surviving domestic limited liability company is hereby deleted in its entirety and replaced with the following Article:

"FIRST: The name of the limited liability company is: Sbarro LLC."

FOURTH: The agreement of merger has been approved and executed by the domestic limited liability company and the domestic business corporation that is a party thereto.

FIFTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Sbarro LLC
c/o General Counsel
401 Broadhollow Road
Melville, NY 11747

SIXTH: The agreement of merger is on file at the following place of business of the surviving domestic limited liability company:

Sbarro LLC
c/o General Counsel
401 Broadhollow Road
Melville, NY 11747

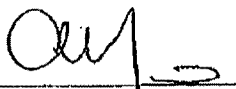
SEVENTH: A copy of the agreement of merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

EIGHTH: The effective date of the merger herein certified, insofar as the provisions of the Limited Liability Company Law of the State of New York govern such effective date, shall be the Twenty Seventh (27th) day of November, 2011.

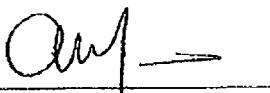
* * * *

IN WITNESS WHEREOF, the undersigned, under penalties of perjury does hereby declare and certify that this is the act and deed of the corporation and the limited liability company and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Merger this 18th day of November 2011.

SBARRO, INC.

By: 
Name: Anthony J. Missano
Title: President

NEW SBARRO LLC

By: 
Name: Anthony J. Missano
Title: President / Authorized Person

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CERTIFICATE OF MERGER

OF

SBARRO, INC.

INTO

NEW SBARRO LLC

Under Section 1003 of the Limited Liability Company Law

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lcc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 18 2011
TAXS. *\$*
RE. *pld*

Filed by: Laura-Jayne Urso
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022

CUSTOMER REF. #

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UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECEMBER 02, 2011

PTAS



900207617A

KIRKLAND & ELLIS LLP
300 NORTH LASALLE
C/O PATRICK LAU, LEGAL ASSISTANT
CHICAGO, IL 60654

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 900207617

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE,
MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.
IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT
571-272-3350.

1. THE DOCUMENT SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE EXECUTION DATE OF THE ASSIGNMENT DOCUMENT IS AFTER THE PATENT AND TRADEMARK OFFICE MAIL ROOM DATE.
2. MAKE CORRECTION ON THIS SAME RECORDATION COVER SHEET AND RETURN ALL DOCUMENT BACK INCLUDING THE NON-RECORDATION NOTICE TO FAX 571.273.0140.

THERESA FREDERICK, EXAMINER
ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

RECORDED: 11/21/2011

P.O. Box 1450, Alexandria, Virginia 22313-1450 - www.USPTO.GOV

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