

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313550

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/26/2014
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kona Restaurant Group, Inc.		02/26/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fired Up, Inc.
Street Address:	1514 RR 620 South
City:	Austin
State/Country:	TEXAS
Postal Code:	78734
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3233107	CARINO'S ITALIAN
Registration Number:	3227716	CARINO'S ITALIAN
Registration Number:	3689782	CARINO'S ITALIAN
Registration Number:	2989254	JOHNNY CARINO'S
Registration Number:	2404597	JOHNNY CARINO'S COUNTRY ITALIAN
Registration Number:	2402504	JOHNNY CARINO'S COUNTRY ITALIAN
Registration Number:	2966982	JOHNNY CARINO'S ITALIAN
Registration Number:	2093528	JOHNNY CARINO'S ITALIAN KITCHEN
Registration Number:	2966984	JOHNNY CARINO'S ITALIAN
Registration Number:	2020712	JOHNNY CARINO'S ITALIAN
Registration Number:	2942017	JOHNNY CARINO'S
Registration Number:	3766673	PASTA HARVEST
Registration Number:	2282902	SKILLETINI

CORRESPONDENCE DATA

Fax Number: 5126374958

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 512-637-4956

TRADEMARK

Email: trademarks@legalstrategy.com
Correspondent Name: Angela Chinn Woodbury
Address Line 1: 3144 Bee Caves Rd
Address Line 2: Hajjar Peters, LLP
Address Line 4: Austin, TEXAS 78746

ATTORNEY DOCKET NUMBER:	1601.025
NAME OF SUBMITTER:	Angela Chinn Woodbury
SIGNATURE:	/Angela Chinn Woodbury/
DATE SIGNED:	08/11/2014

Total Attachments: 10

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Office of the Secretary of State

CERTIFICATE OF MERGER

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

KONA RESTAURANT GROUP, INC.
Foreign For-Profit Corporation
Delaware, USA
[File Number: 11440506]

Into

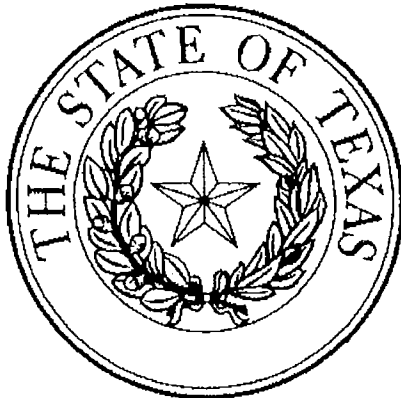
FIRED UP, INC.
Domestic For-Profit Corporation
[File Number: 144706500]

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

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

Dated: 02/26/2014

Effective: 02/26/2014 10:59 pm



NANDITA BERRY

Nandita Berry
Secretary of State

FEB 26 2014

PARENT-SUBSIDIARY
CERTIFICATE OF MERGER

Corporations Section

Pursuant to Chapter 10 of the Texas Business Organizations Code, and the title applicable to each entity identified below, the undersigned parties submit this Certificate of Merger.

Parties to the Merger

The name, organizational form, state of incorporation or organization, file number, if any, issued by the Secretary of State of Texas for each organization that is a party to the merger, number of outstanding ownership interests, and the number, percentage, and owner of outstanding ownership interests of each organization that will not survive the merger are as follows:

1. **Fired Up, Inc.** The organization is a corporation. It is organized under the laws of the State of Texas. The file number, if any, issued by the Texas Secretary of State is **144706500**. The organization will survive the merger.
2. **Kona Restaurant Group, Inc.** The organization is a corporation. It is organized under the laws of the State of Delaware. The file number, if any, issued by the Texas Secretary of State is 11440506. [The registered or principal office address in Delaware is Capitol Services, Inc., 1675 S. State Street, Suite B, Dover, Delaware 19901. The organization will not survive the merger. The outstanding ownership interests of Kona Restaurant Group, Inc., and the outstanding ownership interest of Kona Restaurant Group, Inc. owned by the parent organization are as follows:

Class	Series	Number of Ownership Interests Outstanding	Number owned by the Parent Organization	Percentage Owned
Common	n/a	1,000	1,000	100%

Resolution of Merger

A copy of the resolution of merger is attached. The attached resolution was adopted and approved by the governing authority of Fired Up, Inc. as required by the laws of Texas and by its governing documents on February 20, 2014.

No Amendment

No amendments to the certificate of formation of the surviving domestic entity are effected by the merger.

Effectiveness of Filing

This document becomes effective at a later date which is not more than ninety (90) days from the date of signing. The delayed effective date is 10:59 p.m., Central Standard Time, on February 26, 2014.

Tax Certificate

In lieu of providing the tax certificate, the surviving organization will be liable for the payment of the required franchise taxes.

Execution

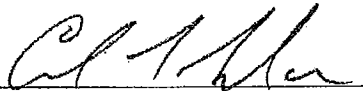
The undersigned signs this document subject to the penalties imposed by law for the submission of a

materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: February 26, 2014.

Fired Up, Inc.

By: _____



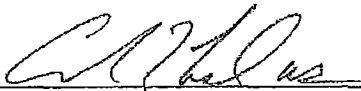
Creed L. Ford III
President and Chief Executive Officer

Unanimous Written Consent in Lieu of a Meeting
of the Board of Directors of Fired Up, Inc.
Merging Kona Restaurant Group, Inc. into Fired Up, Inc.

Effective February 20, 2014

The undersigned, being all of the directors of Fired Up, Inc., a Texas corporation (the "Company"), pursuant to the Texas Business Organizations Code and the Certificate of Formation and Bylaws of the Company, hereby unanimously adopt the resolutions attached hereto as Exhibit A, with the same effect as if approved at a meeting of the Board of Directors, the notice and call of which are hereby waived, and direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the Company:

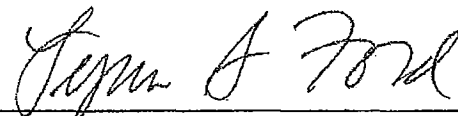
Directors:



Creed L. Ford III



Abdulghani Khalid Al-Ghunaim



Lynn S. Ford

Exhibit A

Resolutions of the Board of Directors of Fired Up, Inc.
Merging Kona Restaurant Group, Inc. into Fired Up, Inc.

February 20, 2014

WHEREAS Fired Up, Inc. (the "*Company*") lawfully owns 100% of the outstanding stock of Kona Restaurant Group, Inc., a corporation organized and existing under the laws of Delaware (the "*Subsidiary*"); and

WHEREAS the Company desires to merge the Subsidiary into the Company pursuant to Section 253 of the General Corporation Law of Delaware and Section 10.006 of the Texas Business Organizations Code, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that the Company merge the Subsidiary into the Company and assume all of its liabilities and obligations; and

RESOLVED FURTHER, that the merger shall become effective at 11:59 p.m., Eastern Standard Time, on February 26, 2014, whereupon the separate existence of Kona Restaurant Group, Inc. shall cease; and

RESOLVED FURTHER, that on the effective date of the merger, the Certificate of Formation of the Company shall continue in full force and effect as its Certificate of Formation; and

RESOLVED FURTHER, that the President or Chief Executive Officer of the Company be and is hereby directed to make and execute a Certificate of Ownership setting forth a copy of these resolutions to merge Kona Restaurant Group, Inc. and assume the liabilities and obligations of Kona Restaurant Group, Inc., and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

RESOLVED FURTHER, that the President or Chief Executive Officer of the Company be and is hereby directed to make and execute a Parent-Subsidiary Certificate of Merger with a copy of these resolutions to merge Kona Restaurant Group, Inc. attached, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Texas; and

RESOLVED FURTHER, that the President of the Company and any other officer of the Company delegated by the President of the Company (the "*Authorized Officers*") are authorized in the name and on behalf of the Company, and under its corporate seal or otherwise, whether within or without the States of Texas or Delaware, to execute and deliver any and all notices, agreements, certificates, instruments and documents in the name of the Company, and to do and perform, or cause to be done and performed, all such further acts and things as may appear in their discretion to be necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, with the execution of all such documents being conclusive evidence that they so deemed such to be in the best interest of the Company; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Company.

Exhibit A

RESOLVED FURTHER, that the Secretary of the Company is authorized, empowered and directed to attest to these resolutions and to any and all other documents as may be necessary to consummate the transactions contemplated by the foregoing.

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

February 27, 2014

HAJJAR SUTHERLAND PETERS & WASHMON LLP
1205 Rio Grande Street
Austin, TX 78701 USA

RE:
FIRED UP, INC. (File Number: 144706500)

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

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

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

Phone: (512) 463-5555
Prepared by: Jean Marchione

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 531322630002

TRADEMARK
REEL: 005340 FRAME: 0787

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KONA RESTAURANT GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "FIRED UP, INC." UNDER THE NAME OF "FIRED UP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2014, AT 11:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2014, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5489681 8100M

140244261

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1168895

DATE: 02-27-14

TRADEMARK
REEL: 005340 FRAME: 0788

CERTIFICATE OF OWNERSHIP

Merging Kona Restaurant Group, Inc. into Fired Up, Inc.

Pursuant to Section 253 of the General Corporation Law of Delaware, **Fired Up, Inc.**, a corporation incorporated on May 30, 1997, pursuant to the provisions of the laws of the State of Texas:

1. DOES HEREBY CERTIFY THAT Fired Up, Inc. owns 100% of the capital stock of Kona Restaurant Group, Inc., a corporation incorporated on June 15, 1995, pursuant to the laws of the State of Delaware, and that Fired Up, Inc., by resolution of its Board of Directors duly adopted by unanimous written consent on February 20, 2014, determined to and did merge into itself said Kona Restaurant Group, Inc., which resolution states as follows:

WHEREAS Fired Up, Inc. (the "*Company*") lawfully owns 100% of the outstanding stock of Kona Restaurant Group, Inc., a corporation organized and existing under the laws of Delaware (the "*Subsidiary*"), and

WHEREAS the Company desires to merge the Subsidiary into the Company pursuant to Section 253 of the General Corporation Law of Delaware and Section 10.006 of the Texas Business Organizations Code, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that the Company merge the Subsidiary into the Company and assume all of its liabilities and obligations, and

RESOLVED FURTHER, that the merger shall become effective at 11:59 p.m., Eastern Standard Time, on February 26, 2014, whereupon the separate existence of Kona Restaurant Group, Inc. shall cease; and

RESOLVED FURTHER, that on the effective date of the merger, the Certificate of Formation of the Company shall continue in full force and effect as its Certificate of Formation; and

RESOLVED FURTHER, that the President or Chief Executive Officer of the Company be and is hereby directed to make and execute a Certificate of Ownership setting forth a copy of these resolutions to merge Kona Restaurant Group, Inc. and assume the liabilities and obligations of Kona Restaurant Group, Inc., and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

RESOLVED FURTHER, that the President or Chief Executive Officer of the Company be and is hereby directed to make and execute a Parent-Subsidiary Certificate of Merger with a copy of these resolutions to merge Kona Restaurant Group, Inc. attached, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Texas; and

RESOLVED FURTHER, that the President of the Company and any other officer of the Company delegated by the President of the Company (the "*Authorized Officers*") are authorized in the name and on behalf of the Company, and under its corporate seal or otherwise, whether within or without the States of Texas or Delaware, to execute and deliver any and all notices, agreements, certificates, instruments and documents in the name of the Company, and to do

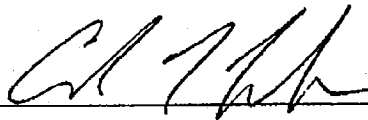
and perform, or cause to be done and performed, all such further acts and things as may appear in their discretion to be necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, with the execution of all such documents being conclusive evidence that they so deemed such to be in the best interest of the Company; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Company.

RESOLVED FURTHER, that the Secretary of the Company is authorized, empowered and directed to attest to these resolutions and to any and all other documents as may be necessary to consummate the transactions contemplated by the foregoing.

2. **HEREBY AGREES THAT** it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Kona Restaurant Group, Inc. or Fired Up, Inc. arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 1514 RR 620 South, Austin, Texas 78734.

IN WITNESS WHEREOF, Fired Up, Inc. has caused this certificate to be signed by an authorized officer this 20 day of February, 2014.

By: _____



Creed L. Ford III
President and Chief Executive Officer