

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM349735

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	12/31/2007		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Taco Maker, Inc.		12/31/2007	CORPORATION: UTAH
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
The Taco Maker, Inc.	12/31/2007	CORPORATION: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	The Taco Maker, Inc.		
<b>Street Address:</b>	PO Box 362888		
<b>City:</b>	San Juan		
<b>State/Country:</b>	PUERTO RICO		
<b>Postal Code:</b>	009362888		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1766373	THE TACO MAKER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>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.</i>			
<b>Phone:</b>	5166636505		
<b>Email:</b>	jdemaro@rmfpc.com		
<b>Correspondent Name:</b>	John A. DeMaro, Esq.		
<b>Address Line 1:</b>	1425 RXR Plaza		
<b>Address Line 2:</b>	East Tower, 15th Floor		
<b>Address Line 4:</b>	Uniondale, NEW YORK 11556		
<b>ATTORNEY DOCKET NUMBER:</b>	TACO MAKER		
<b>NAME OF SUBMITTER:</b>	John A. DeMaro, Esq.		
<b>SIGNATURE:</b>	/John A. DeMaro/		
<b>DATE SIGNED:</b>	07/30/2015		

OP \$40.00 1766373

**Total Attachments: 5**

source=Taco Maker Assignment#page1.tif

source=Taco Maker Assignment#page2.tif

source=Taco Maker Assignment#page3.tif

source=Taco Maker Assignment#page4.tif

source=Taco Maker Assignment#page5.tif

# MERGER EXPEDITE



State of Utah  
DEPARTMENT OF COMMERCE  
Division of Corporations & Commercial Code  
Articles of Merger / Share Exchange

File Number \_\_\_\_\_

Non-Refundable Processing Fee:	
<input type="checkbox"/> Domestic	\$37.00
<input type="checkbox"/> Foreign	\$37.00

RECEIVED

JAN 04 2008

Utah Div. Of Corp. & Comm. Code

The Taco Maker, Inc.  
the non-surviving corporation  
into  
TTM, Inc.  
the surviving corporation

### ARTICLE I - Surviving Corporation

#### Section 1

The name of the corporation surviving the merger is TTM, Inc.  
and such name  has  has not been changed as a result of the merger to The Taco Maker, Inc.

#### Section 2

- A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on \_\_\_\_\_
- B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and  qualified  not qualified to do business in Utah\*  
\*Note: If application for Certificate of Authority to Transact Business is filed concurrently herewith state "Upon approval of Application for Certificate of Authority." \*Upon approval of Application for Certificate of Authority.
- C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or midnight on December 31, 2007

### ARTICLE II - Non-surviving Corporation(s)

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

- Name of Corporation: The Taco Maker, Inc.
- State of Domicile: Utah Date of Incorporation / Qualification in Utah: 01/10/1978
- Name of Corporation: \_\_\_\_\_
- State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_
- Name of Corporation: \_\_\_\_\_
- State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_
- Name of Corporation: \_\_\_\_\_
- State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_
- Name of Corporation: \_\_\_\_\_
- State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

### ARTICLE III - Plan of Merger or Share Exchange

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

### ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)

#### Section 1

Shareholder vote not required.  
The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 04 day of JAN 2008  
in this office of this division and hereby issue  
this Certificate of Merger.

Examiner [Signature] Date 01-16-08



Kathy Berg  
Kathy Berg  
Division

TRADEMARK

REEL: 005588 FRAME: 0173

01-04-08P02:17 RCVD  
01-09-08P02:36 RCVD  
Receipt Number: 2370414  
AMOUNT PAID: \$1,792.00

Section 2

Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 20, 2007 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
Designation of each voting group (i.e. preferred and common)	1,000			
Number of outstanding shares	1,000			
Number of votes entitled to be cast	1,000			
Number of votes represented at meeting	1,000			
Shares voted in favor	1,000			
Shares voted against	None			

ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)

Section 1

Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2

Vote of shareholders (complete either A or B)

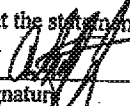
The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 20, 2007 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
Designation of each voting group (i.e. preferred and common)	10,000			
Number of outstanding shares	10,000			
Number of votes entitled to be cast	10,000			
Number of votes represented at meeting	10,000			
Shares voted in favor	10,000			
Shares voted against	None			

In Witness Whereof, the undersigned being the Vice President of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 28th day of December, 2007.

Signature



Carlos Budet

Printed Name

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: [www.corporations.utah.gov/contactus.html](http://www.corporations.utah.gov/contactus.html)

Division's Website: [www.corporations.utah.gov](http://www.corporations.utah.gov)

01-09-08P02:36 RCVD

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of December 31, 2007 by and between TTM, Inc., a Delaware corporation (the "Surviving Corporation"), and The Taco Maker, Inc., a Utah corporation (the "Non-Surviving Corporation").

### WITNESSETH:

WHEREAS, the Surviving Corporation and the Non-Surviving Corporation are corporations duly organized and existing under the laws of the State of Delaware and Utah, respectively;

WHEREAS, all of the issued and outstanding capital stock of the Surviving Corporation is owned by the Non-Surviving Corporation;

WHEREAS, for purposes of changing the jurisdiction of incorporation of the Non-Surviving Corporation, the stockholders of the Non-Surviving Corporation caused the Non-Surviving Corporation to organize the Surviving Corporation and caused the Non-Surviving Corporation to acquire all of the shares of stock of the Surviving Corporation and to subsequently merge the Non-Surviving Corporation with and into the Surviving Corporation (the "Merger");

NOW THEREFORE, in consideration of the premises and mutual covenants herein set forth, the following is agreed and resolved:

1. Recitals. All of the recitals set forth are true and correct.
2. Plan of Merger. The Surviving Corporation and the Non-Surviving Corporation hereby adopt this Agreement and Plan of Merger, pursuant to which the Non-Surviving Corporation will merge with and into the Surviving Corporation, intended for the Merger to be effected as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Federal Internal Revenue Code of 1986, and qualifying as a statutory merger pursuant to the applicable provisions of the General Corporation Law of the State of Delaware, as amended (the "DGCL") and the Utah Revised Business Corporation Act, as amended (the "URBCA"). The Merger shall have the effects specified by the DGCL and the URBCA.
3. Effective Time. The Surviving Corporation and the Non-Surviving Corporation shall cause the Certificate of Merger attached hereto as Exhibit A (the "Certificate of Merger") to be filed with the office of the Secretary of State of the State of Delaware as provided in Section 252 of the DGCL, and shall cause this Agreement together with a duly executed Certificate of Merger to be filed with the Utah Division of Corporations and Commercial Code, as required by the URBCA. Subject to and in accordance with the laws of the State of Delaware and the State of Utah, the Merger will become effective on midnight December 31, 2007, or such later time or date as may be specified in the Certificate of Merger (the "Effective Time").

4. Name of Surviving Corporation. The name of the Surviving Corporation pursuant to, and upon completion of, the Merger, shall be changed to The Taco Maker, Inc.

5. Conversion of Shares. At the Effective Time, each of the outstanding shares of the Non-Surviving Corporation shall, by virtue of the Merger and without any further action on the part of the holder of such shares, be cancelled and shall be exchanged for one share of common stock of the Surviving Corporation, and neither shall any cash nor any other property be paid or delivered in exchange therefore or upon surrender thereof.

6. Effect of Merger. At the Effective Time, the Non-Surviving Corporation will be merged with and into the Surviving Corporation and the separate existence of the Non-Surviving Corporation shall cease. At the Effective Time, the Surviving Corporation and the Non-Surviving Corporation shall become a single corporation, which shall have the purposes and shall possess all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions and duties of the Surviving Corporation and the Non-Surviving Corporation; and the Surviving Corporation shall be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to the Surviving Corporation and the Non-Surviving Corporation and shall be liable for all the obligations and liabilities of the Surviving Corporation and the Non-Surviving Corporation; all with the effect set forth in the DGCL and the URBCA.

7. Certificate of Incorporation, By-laws. At the Effective Time, the Certificate of Incorporation and By-laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and By-laws of the Surviving Corporation, except that the name of the Surviving Corporation shall be changed to The Taco Maker, Inc. and, therefore, upon the merger becoming effective, Paragraph 1 of the Certificate of Incorporation of the Surviving Corporation shall be changed to read as follows:

"1. The name of the corporation is: The Taco Maker, Inc."

8. Directors and Officers. At the Effective Time, the directors and officers of the Surviving Corporation immediately prior to the Effective Time, shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected or appointed.

9. Qualification as a Foreign Corporation. On or prior to the Effective Time, the Surviving Corporation will become qualified to do business as a foreign corporation under the laws of the State of Utah and the name and address of the registered agent in such jurisdiction will be those indicated in the Application for Authority to Conduct Affairs for a Foreign Corporation to be filed with the State of Utah.

10. Further Actions. All necessary action shall be taken to transfer information, contracts, assets, or any other property so that this Agreement and Plan of Merger be effected pursuant to the provisions herewith.

11. Authorization. The appropriate officers of the Surviving Corporation and the Non-Surviving Corporation are authorized for and on behalf of and in the name of the Surviving Corporation and the Non-Surviving Corporation to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to effectuate this Agreement and Plan of Merger.

12. Notices. All notices to be given under this Agreement and Plan of Merger shall be sent to the Surviving Corporation at the following address:

The Taco Maker, Inc.  
Metro Seis Bldg., Suite 103  
Metro Office Park  
Guaynabo, PR 00968

13. Miscellaneous. This Agreement and Plan of Merger constitutes the entire agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Agreement and Plan of Merger shall be governed by the laws of the State of Delaware.

14. Benefits. This Agreement and Plan of Merger shall be binding upon and inure to benefit the parties, their personal representatives, estates, successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger the day and year first above written.

TTM, INC.

By: *Tomás Torres*  
Name: Tomás Torres  
Title: President

By: *Rita M. Torres*  
Name: Rita M. Torres  
Title: Secretary

THE TACO MAKER, INC.

By: *Tomás Torres*  
Name: Tomás Torres  
Title: President

By: *Rita M. Torres*  
Name: Rita M. Torres  
Title: Secretary