



1-31-02

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sizzler International, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: **Worldwide Restaurant Concepts, Inc.**

Internal

Address:

Street Address: **15301 Ventura Blvd., Bldg. B, Ste 300**

City: **Sherman Oaks** State: **CA** Zip: **91403**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: **September 4, 2001**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

**76/109,652; 76/301,362; 76/301,363; 76/301,364;
76/301,365**

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Christine L. Lofgren, Esq.**

Internal Address:

Street Address: **Jeffer, Mangels, Butler & Marmaro LLP,**

2121 Avenue of the Stars, Tenth Floor

City: **Los Angeles** State: **CA** Zip: **90067**

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ **140.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0440

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Christine L. Lofgren, Esq.

Name of Person Signing

Signature

January 3, 2002

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

02/22/2002 LHWELLER 00000147 76109652

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02 FC:482

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State of Delaware
Office of the Secretary of State PAGE 1

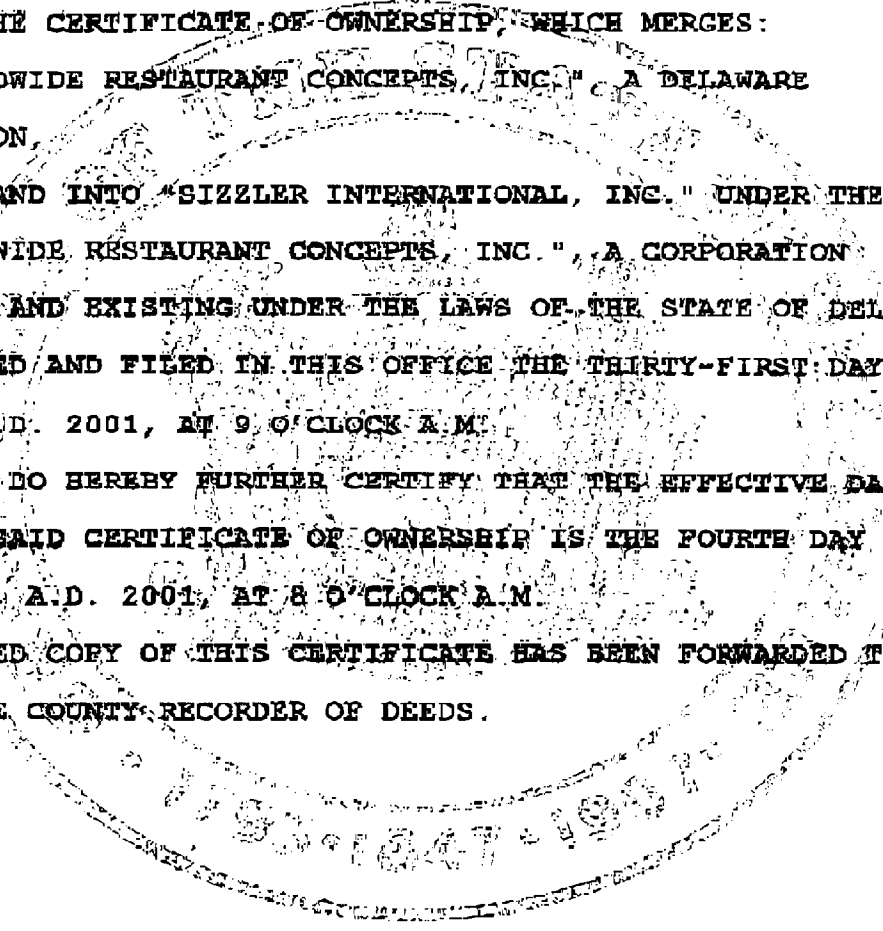
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WORLDWIDE RESTAURANT CONCEPTS, INC." A DELAWARE CORPORATION,

WITH AND INTO "SIZZLER INTERNATIONAL, INC." UNDER THE NAME OF "WORLDWIDE RESTAURANT CONCEPTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF SEPTEMBER, A.D. 2001, AT 8 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1323887
DATE: 08-31-01

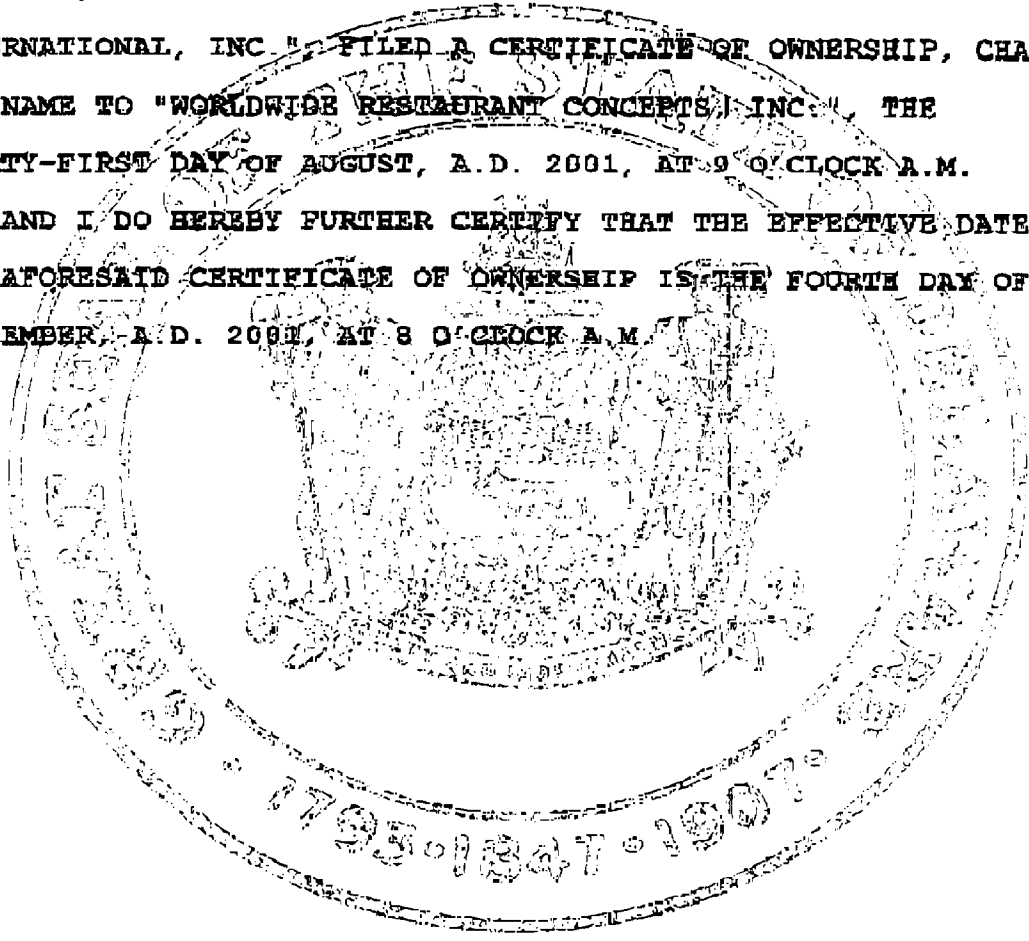
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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SIZZLER INTERNATIONAL, INC." FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "WORLDWIDE RESTAURANT CONCEPTS, INC.", THE THIRTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTE DAY OF SEPTEMBER, A.D. 2001, AT 8 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1323888

DATE: 08-31-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/31/2001
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF
WORLDWIDE RESTAURANT CONCEPTS, INC.
(a Delaware corporation)
INTO
SIZZLER INTERNATIONAL, INC.
(a Delaware corporation)**

(Pursuant to Section 253 of the Delaware General Corporation Law)

It is hereby certified that:

FIRST: Sizzler International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

SECOND: the Corporation is the owner of all of the outstanding shares of the stock of Worldwide Restaurant Concepts, Inc., which is also a business corporation of the State of Delaware

THIRD: On August 29, 2001, the Board of Directors of the Corporation adopted the following resolutions to merge Worldwide Restaurant Concepts, Inc. into the Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware, wherein it permits the merger of a subsidiary corporation with and into a parent corporation organized and existing under the laws of said state;

WHEREAS, the Board of Directors approved a resolution authorizing the Company's name change by merger at its meeting on August 30, 2000; and

WHEREAS, the implementation of the resolution was delayed for various reasons; and

WHEREAS, during the past year, certain named "Authorized Officers" to act on behalf of the Company have resigned, resulting in an outdated resolution; and

WHEREAS, the resolution should be updated to identify current Authorized Officers to act on behalf of the Company as it pertains to the Company's name change by merger;

NOW THEREFORE, BE IT RESOLVED, that the resolution approving the corporate name change previously approved by the Board of Directors at its meeting on August 30, 2000, be amended and restated effective immediately; and

RESOLVED, FURTHER, that the following name change resolution is in all respects approved and adopted effective this date:

WHEREAS, management has presented to the Board of Directors a proposal (the "Name Change Proposal") that the Company change its corporate name from "Sizzler International, Inc." to "Worldwide Restaurant Concepts, Inc."; and

WHEREAS, the Board of Directors has reviewed, and deems it to be in the best interests of the Company to proceed with and implement the Name Change Proposal.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Name Change Proposal, and authorizes and directs Charles L. Boppell, President and Chief Executive Officer, and A. Keith Wall, Vice President and Chief Financial Officer (the "Authorized Officers"), and each of them, on behalf of the Company, to (i) cause to be prepared, and to execute, deliver, acknowledge, seal, register, record and file, any and all agreements, instruments and other documents, (ii) enter into any "name change" merger with a subsidiary of the Company, and (iii) enter into any and all other transactions and take any and all other actions, in each case (i), (ii) and (iii) to the extent either of them deems necessary or appropriate to effectuate the intent of the foregoing resolutions (any such actions hereby being deemed approved by this Board of Directors); and

RESOLVED, FURTHER, that the Authorized Officers, and each of them, are hereby authorized and directed on behalf of the Company to cause to (a) prepare and issue any appropriate press release regarding the Name Change Proposal, (b) give any required notice to the New York Stock Exchange regarding the Name Change Proposal, (c) file with the U.S. Securities and Exchange Commission any reports required in connection with the Name Change Proposal, and (d) execute, acknowledge, seal, deliver, file, register, record and submit any and all documents or instruments, and take such other action, as they may deem necessary, appropriate or advantageous to cause the Company to consummate the Name Change Proposal or to comply with applicable law in connection therewith (any such actions specified in (a), (b), (c) or (d) of this resolution hereby being deemed approved by this Board of Directors); and

RESOLVED, FURTHER, that the execution, delivery, acknowledgement, sealing, delivery, filing, registration, and/or recordation by any Authorized Officer of any document or instrument on behalf of the Company, or the taking of any other action necessary or appropriate in furtherance of the intent of the foregoing resolutions, at any time before the making of these resolutions is hereby omitted in full; and

RESOLVED, FURTHER, that the Secretary of the Company be authorized and directed to certify this resolution and to provide to any concerned party an incumbency certificate and any other reasonably requested certification in support of the authority of the Authorized Officers to act on behalf of this Company

FOURTH: Article I of the Certificate of Incorporation of the Corporation shall be amended, as provided in Section 253 of the Delaware General Corporation Law, to change the name of the Corporation to "Worldwide Restaurant Concepts, Inc." and said Certificate of Incorporation, as so amended and changed, shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with provisions of the General Corporation Law of the State of Delaware.

ARTICLE I: Name

The name of the Corporation is Worldwide Restaurant Concepts, Inc

FIFTH: The effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be Tuesday, September 4, 2001, at 8:00 a.m. (EST).

Sizzler International, Inc. has caused this Certificate of Ownership and Merger to be signed by Charles L. Boppell, its President and Chief Executive Officer this 29th day of August, 2001

SIZZLER INTERNATIONAL, INC.
a Delaware corporation

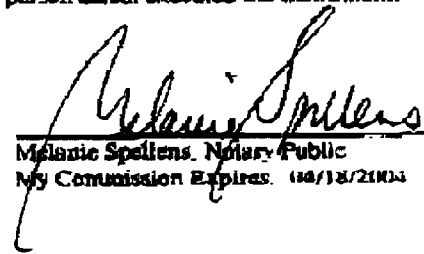

Charles L. Boppell
Its: President and Chief Executive Officer

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On August 29, 2001 before me, Melanie Spellens, Notary Public, personally appeared Charles L. Boppell personally known to me to be the person whose name is subscribed to the within instrument and who acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(SEAL)


Melanie Spellens, Notary Public
My Commission Expires: 04/18/2003



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RECORDED: 01/31/2002

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