

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BAB Holdings, Inc.		10/18/2000	CORPORATION:

RECEIVING PARTY DATA	
Name:	BAB, Inc.
Street Address:	8501 West Higgins Road
Internal Address:	Suite 320
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60601
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1820251	BIG APPLE BAGELS

CORRESPONDENCE DATA	
Fax Number:	(312)861-2899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	louann.m.murray@bakernet.com
Correspondent Name:	David J. Davis
Address Line 1:	130 East Randolph
Address Line 2:	Suite 3500
Address Line 4:	Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	930753
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NAME OF SUBMITTER:	David J. Davis
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Total Attachments: 9
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State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
BAB (DELAWARE), INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30TH day of OCTOBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

Form **BCA-11.25**
(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **5707-411-6**

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED PAID
OCT 31 2000
OCT 30 2000
**JESSE WHITE
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State
Date **10-30-00**
Filing Fee \$ **100.-**
Approved: *[Signature]*

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to merge consolidate and the state or country of their incorporation:
exchange shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>BAB Holdings, Inc.</u>	<u>Illinois</u>	<u>57074116</u>
<u>BAB (Delaware), Inc.</u>	<u>Delaware</u>	<u>NR</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the surviving new corporation: BAB (Delaware), Inc.
acquiring
(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger consolidation is as follows:
exchange

Pursuant to the Agreement and Plan of Merger, dated October 18, 2000, parent company, BAB Holdings, Inc., an Illinois corporation, will merge with and into BAB (Delaware), Inc., a Delaware Corporation, and a wholly-owned subsidiary of BAB Holdings, Inc. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. Pursuant to the Certificate of Merger filed with the Secretary of State of the State of Delaware, the Certificate of Incorporation of the surviving entity shall be amended in the following manner:

The name of the corporation shall be changed to: Planet Zanett, Inc.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 10/18 2000
 (Month & Day) (Year)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)

Mark E. Majewski, CFO and Treasurer
 (Type or Print Name and Title)

BAB Holdings, Inc.
 (Exact Name of Corporation)

by [Signature]
 (Signature of President or Vice President)

Michael W. Evans, President and CEO
 (Type or Print Name and Title)

Dated 10/18 2000
 (Month & Day) (Year)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)

Michael K. Murtaugh, Secretary
 (Type or Print Name and Title)

BAB (Delaware), Inc.
 (Exact Name of Corporation)

by [Signature]
 (Signature of President or Vice President)

Michael K. Murtaugh, President
 (Type or Print Name and Title)

Dated _____ (Month & Day) _____ (Year)

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

C-195.8

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into as of this 18th day of October, 2000, by and among BAB Holdings, Inc., an Illinois corporation ("BAB Holdings"), and BAB (Delaware), Inc., a Delaware corporation ("BAB Delaware"). BAB Holdings and BAB Delaware are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, BAB Holdings is a corporation duly organized and validly existing under the laws of the State of Illinois, and BAB Delaware is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, BAB Holdings is the owner of 100% of the issued and outstanding capital stock of BAB Delaware, and

WHEREAS, the Board of Directors of BAB Holdings, by resolutions duly adopted, has approved this Agreement and Plan of Merger and declared it to be advisable and in the best interests of the Constituent Corporations and their shareholders that BAB Holdings merge with and into BAB Delaware, with BAB Delaware to be the surviving entity, in the manner and upon the terms and conditions set forth herein and pursuant to the applicable laws of the State of Illinois and the State of Delaware (the "Merger").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, the Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Merger. Upon compliance with the applicable provisions of the laws of the State of Illinois and the State of Delaware and receipt of all applicable consents, approvals and certificates of third parties and governmental and regulatory authorities, then, on the Effective Date (as

hereinafter defined), BAB Holdings shall be merged with and into BAB Delaware and thereupon the separate existence of BAB Holdings shall cease and BAB Delaware shall continue to exist as the "Surviving Corporation."

2. Certificate of Incorporation and By-laws of Surviving Corporation. Unless otherwise determined by the Surviving Corporation before the Effective Date, upon the Effective Date, the Certificate of Incorporation and By-laws of BAB Delaware, as in effect immediately before the Merger, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law and such Certificate of Incorporation and By-laws; provided that the Certificate of Incorporation of the Surviving Corporation shall be amended to change its name to "Planet Zanett, Inc."

3. Directors and Officers of Surviving Corporation. The persons set forth on Exhibit "A" to this Agreement and Plan of Merger shall be the initial directors and officers of the Surviving Corporation as of the Effective Date. If on the Effective Date a vacancy shall exist in any directorship or office of the Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of the Surviving Corporation.

4. Effective Date. The Effective Date of the Merger shall be the date of filing with the office of the Secretary of State.

5. Conversion of Securities. By virtue of and subject to the other provisions of this Merger, on the Effective Date, BAB Delaware shall issue one (1) share of common stock to the holder of each share of common stock of BAB Holdings upon surrender of the certificate therefor, and all shares of common stock of BAB Holdings issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, be canceled. Following the Effective Date and until such time as it is surrendered, each certificate evidencing shares of BAB Holdings common stock shall be deemed to evidence an equal number of share of common stock of BAB Delaware.

such time as it is surrendered, each certificate evidencing shares of BAB Holdings common stock shall be deemed to evidence an equal number of share of common stock of BAB Delaware.

6. State Filings. The proper officers of the Constituent Corporations shall make and execute all certificates and documents required by the State of Illinois and the State of Delaware to effect the Merger and shall cause the same to be filed, in the manner provided by law, and shall do all things, whether within or without the State of Illinois or the State of Delaware, which may be necessary and proper to effect the Merger.

7. Effect of Merger. On the Effective Date:

(a) The separate existence of BAB Holdings shall cease and BAB Delaware shall continue to exist as the Surviving Corporation.

(b) All shares of capital stock of BAB Delaware held by BAB Holdings shall, by virtue of the Merger, be canceled.

(c) Without further act or deed, all as more fully set forth under the applicable provisions of the laws of the State of Illinois and the State of Delaware, the Surviving Corporation shall succeed to and possess all of the assets, rights, privileges, immunities, powers, purposes and franchises of BAB Holdings, and shall be subject to and hereby expressly assume all of the obligations, restrictions and liabilities of BAB Holdings.

8. Modification of Merger.

(a) This Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either Constituent Corporation at any time prior to the Effective Date. In the event of such termination, this Agreement and Plan of Merger shall be void and have no effect, without any liability on the part of any of the Constituent Corporations, their respective shareholders, directors or officers.

(b) Upon the authorization of the Board of Directors of either Constituent Corporation, at any time prior to the Effective Date, this Agreement and Plan of Merger may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the State of Illinois or the State of Delaware.

9. Further Assurances. If at any time after the Effective Date, the Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Corporation full title to and possession of all of the properties, assets, rights, privileges and franchises of BAB Holdings and/or all of the obligations, restrictions and liabilities of BAB Holdings, then the officers of Surviving Corporation, or at their request the persons who were officers and directors of BAB Holdings immediately prior to the Effective Date, shall, as such officers and directors, take all such actions and execute and deliver all such instruments as the Surviving Corporation may determine to be necessary or desirable.

STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE
I hereby certify that this is a true and correct copy,
consisting of (Eight) pages, as taken from the
original on file in this office.



Jesse White
JESSE WHITE
SECRETARY OF STATE

DATE: 12-18-03

BY: *Elmer Rich*