

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/11/1995

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Vincent Sardi Enterprises, Inc.		05/11/1995	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Sardi's Enterprises Ltd.
Street Address:	234 West 44th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	1212788	SARDI'S
Registration Number:	1153490	

**CORRESPONDENCE DATA**

Fax Number: (212)286-1884  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-557-7200  
 Email: lsh@dmlegal.com  
 Correspondent Name: Davidoff Malito & Hutcher, LLP  
 Address Line 1: 605 Third Avenue - 34 Fl  
 Address Line 4: New York, NEW YORK 10158

ATTORNEY DOCKET NUMBER:	7271.002-SM
NAME OF SUBMITTER:	Michael A. Adler
Signature:	/Michael A. Adler/

CH \$65.00 1212788

Date:

05/03/2007

Total Attachments: 3

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UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF  
SARDI'S ENTERPRISES LTD.

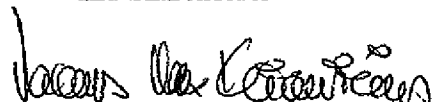
The undersigned, being all of the directors and shareholders of Sardi's Enterprises Ltd., a New York corporation (the "Company"), hereby agree to, approve and take the following action by unanimous written consent in lieu of a meeting of the Board of Directors and of Shareholders pursuant to Sections 708(b) and 615(a) of the New York Business Corporation Law:

RESOLVED, that the Company enter into a Plan of Merger with Vincent Sardi Enterprises, Inc., a New York corporation, substantially in the form attached hereto as Exhibit A (the "Plan"), whereby Vincent Sardi Enterprises, Inc. will be merged with and into the Company; and that the officers of the Company be, and each hereby is, authorized to execute and deliver the Plan and such other documents, together with such changes and modifications thereto as any such officer shall approve and find necessary to consummate the merger contemplated by the Plan, any such document to be in the form approved by any such officer, the execution by any one of such officer of any such document to be conclusive evidence of the due authorization thereof; and it is further

RESOLVED, that the officers of the Corporation be, and they each hereby are, authorized to execute and deliver a Certificate of Merger to the Secretary of State of the State of New York and to execute and deliver any and all further documents and to take any and all further action as may be necessary to carry out the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of  
May 11, 1995.

  
\_\_\_\_\_  
Vincent Sardi, Director  
and Shareholder

  
\_\_\_\_\_  
V. Max Klimavicius, Director and  
Shareholder

PLAN OF MERGER adopted on May 11, 1995 by Vincent Sardi Enterprises, Inc., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on May 11, 1995 by Sardi's Enterprises Ltd., a business corporation of the State of New York, and by its Board of Directors on said date.

1. The participating corporations, Vincent Sardi Enterprises, Inc. and Sardi Enterprises Ltd., shall pursuant to the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, Sardi's Enterprises Ltd., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence of Vincent Sardi Enterprises, Inc. which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon said effective date in accordance with the provisions of the said Business Corporation Law.

2. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares and all of which are entitled to vote.

4. The certificate of incorporation of the surviving corporation as of the effective date of the merger shall be the certificate of incorporation of said surviving corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Business Corporation Law of the State of New York.

5. The by-laws of the surviving corporation upon the effective date of the merger shall be the by-laws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

6. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

7. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation and of the surviving corporation for their adoption or

rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

9. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.