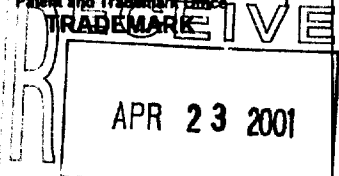


05-04-2001



101702260



4.23.01

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

(Our File No.: ATFCF 001A)

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association

Other

Citizenship/State of Incorporation/Organization

05/03/2001 LMUELLER 00000092 1056715

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 225.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK
REEL: 002286 FRAME: 0456**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,056,715"/>	<input type="text" value="1,114,186"/>	<input type="text" value="1,127,121"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,152,573"/>	<input type="text" value="1,153,509"/>	<input type="text" value="1,165,080"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,156,519"/>	<input type="text" value="2,202,547"/>	<input type="text" value="2,314,166"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Frank H. Foster
Name of Person Signing


Signature

4-19-2001
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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2,326,026	<input type="text"/>	<input type="text"/>
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Utah Department of Commerce
 Division of Corporations & Commercial Code
 160 East 300 South, 2nd Floor, Box 146705
 Salt Lake City, UT 84114-6705
 Phone: (801) 530-4849
 Toll Free: (877) 526-3994 Utah Residents
 Fax: (801) 530-6438
 Web site: <http://www.commerce.state.ut.us>

Registration Number: 813295-0142

03/09/01

Business Name: DIGITAL CREATIVE DEVELOPMENT CORPORATION

Registered Date: SEPTEMBER 23, 1982

CERTIFICATE OF CORPORATION AMENDMENT ENACTING CHANGE OF NAME

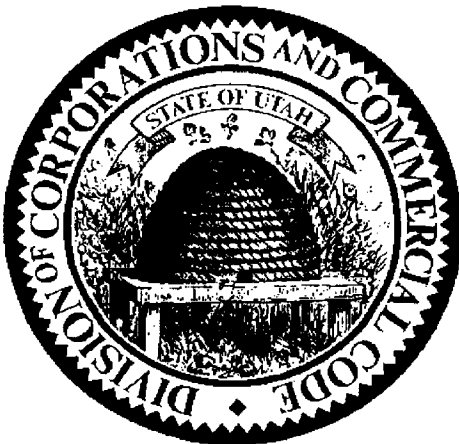
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT AN AMENDMENT TO THE ARTICLES WAS SUBMITTED BY

ARTHUR TREACHER'S, INC.

FOR APPROVAL AND FILING BY THIS OFFICE ON JULY 31, 2000, AND THAT THE BUSINESS NAME IS CHANGED THEREBY TO

DIGITAL CREATIVE DEVELOPMENT CORPORATION

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Ric Campbell
 Acting Division Director of
 Corporations and Commercial Code

Dept. of Professional Licensing
 (801)530-6628

Real Estate
 (801)530-6747

Public Utilities
 (801)530-6651

Securities
 (801)530-6600

Consumer Protection
 (801)530-6601

CD 100129
8/32/99

FILED

JUL 31 2000

Utah Div. Of Corp. & Comm. Code

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARTHUR TREACHER'S, INC.**

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I Hereby certify that the foregoing has been filed and approved on this 21 day of July 2000 in the office of this Division and hereby issue this Certificate thereof.

Examiner _____ Date 8/1/99



[Signature]
LORENA RIFFO-JENSON
DIVISION DIRECTOR

To the Secretary of State:

Pursuant to the provisions of the Utah law, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statements:

- (1) The name of the corporation is Arthur Treacher's, Inc.
- (2) The text of each amendment adopted is:

"FIRST: The name of the corporation is Digital Creative Development Corporation."

"FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is 85,000,000 of which 75,000,000 shall be Common Stock, par value \$.01 per share, and 10,000,000 shall be Preferred Stock, par value \$0.01 per share."

- (3) The First amendment was duly adopted on May 1, 2000 by the shareholders in accordance with the provisions of Section 16-10a-704.

(a) Of the 15,424,004 shares of Common Stock, \$.01 par value, entitled to vote on the amendment, 8,040,470 were represented by a majority of the shareholders by written consent on May 1, 2000; and

(b) The following number of shares of Common Stock have been voted in favor of and against the adoption of the resolution:

8,040,470 shares in Favor
0 shares against
0 abstain

- (4) The Fourth Amendment was duly adopted on May 1, 2000 by the shareholders in accordance with the provisions of Section 16-10a-704.

(a) Of the 15,424,004 shares of Common Stock, \$.01 par value, entitled to vote on the amendment, 8,040,470 were represented by a majority of the shareholders by written consent on May 1, 2000; and

(b) The following number of shares of Common Stock have been voted in favor of and

UTAH
STATE
SECRETARY

07-21-00 F01513-111

against the adoption of the resolution:

8,040,470 shares in Favor
0 shares against
0 abstain

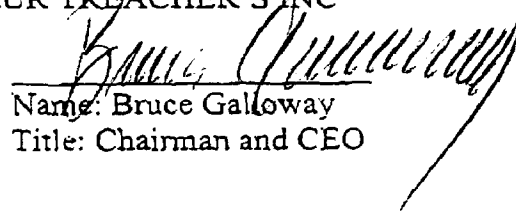
The number of votes casted for each amendment was sufficient for the approval of each amendment by a majority of the shareholders entitled to vote thereon.

[Signature Page Follows]

Dated: July 27, 2000

ARTHUR TREACHER'S INC

By:


Name: Bruce Galloway
Title: Chairman and CEO