

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

GB FOODS CORPORATION

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

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

2. Name and Address of receiving party(ies)

**SANTA BARBARA RESTAURANT
GROUP, INC.
2831 EAST MIRA LOMA
ANAHEIM, CA, 92806**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation **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: March 5, 2002

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

1689454
2042148

Additional numbers attached? Yes No

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

Laura Bailyn, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036

6. Total number of applications/registrations involved: 2

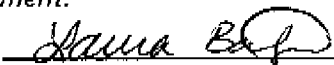
7. Total fee (37 CFR 3.41) \$65

All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 071610/84)

8. Deposit Account No. 19-2385

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.

Laura Bailyn  July 22, 2002

Name Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SANTA BARBARA RESTAURANT GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1989, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF MARCH, A.D. 1990, AT 9 O'CLOCK A.M.

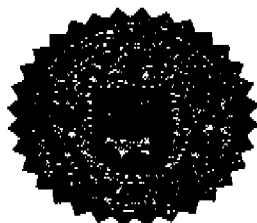
CERTIFICATE OF CORRECTION, FILED THE THIRD DAY OF MAY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRD DAY OF JULY, A.D. 1990, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1991, AT 1:45 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GB FOODS CORPORATION" TO "SANTA BARBARA RESTAURANT GROUP, INC.", FILED THE FIRST DAY OF SEPTEMBER, A.D. 1998, AT 5 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE ELEVENTH DAY OF SEPTEMBER, A.D. 1998, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2211741 8100H

020246040

AUTHENTICATION: 1727742

TRADEMARK

DATE: 04-17-02
REEL: 002515 FRAME: 0148

Delaware

PAGE 2

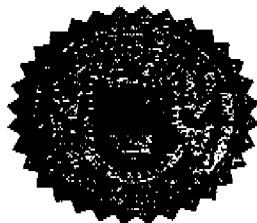
The First State

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF SEPTEMBER,
A.D. 1998, AT 5:05 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF MARCH, A.D.
2002, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF MARCH, A.D.
2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2211741 B100H

020246000

AUTHENTICATION: 1527742 TRADEMARK

REF: 002515 FRAME: 0149

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/11/2002
020161017 - 2211741

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SANTA BARBARA RESTAURANT GROUP, INC.**

**(Pursuant to Sections 242 and 245
of the General Corporation Law of the State of Delaware)**

Santa Barbara Restaurant Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

(1) The Corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on October 26, 1989, and the name under which this Corporation was originally incorporated was GB Foods Corporation.

(2) This Amended and Restated Certificate of Incorporation which restates, integrates and further amends the original Certificate of Incorporation, as heretofore amended or supplemented, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, and was approved by written consent of the Board of Directors of the Corporation and by written consent of the sole stockholder of the Corporation in accordance with the provisions of Sections 141 and 228 of the General Corporation Law of the State of Delaware.

(3) The Certificate of Incorporation of this Corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE 1

The name of this Corporation is Santa Barbara Restaurant Group, Inc.

ARTICLE 2

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of the Corporation's registered agent at that address is Corporation Service Company.

ARTICLE 3

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

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ARTICLE 4

The total number of shares of capital stock which this Corporation has authority to issue is 100 shares of Common Stock, \$0.001 par value per share.

ARTICLE 5

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and elections of directors need not be by written ballot unless otherwise provided in the Bylaws. The number of directors of the Corporation shall be fixed from time to time by the Board of Directors either by a resolution or Bylaw adopted by the affirmative vote of a majority of the entire Board of Directors.

(b) Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware Statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or by the Bylaws of the Corporation.

ARTICLE 6

A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. Any repeal or modification of this Article 6 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 7

The Board of Directors of the Corporation shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned hereby affirms, under penalties of perjury, that this instrument is the act and deed of Santa Barbara Restaurant Group, Inc. and the facts stated herein are true.

Dated: 3/5/02, 2002

By: *Tom Alajcom*

Name: Tom Alajcom

Title: PRES. & CEO