

10-29-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



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U.S. DEPARTMENT OF COMMERCE U.S. 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): Advantica Restaurant Group, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other 10-07-02

2. Name and address of receiving party(ies) Name: Denny's Corporation Internal Address: Street Address: 203 East Main Street City: Spartanburg State: SC Zip: 29319 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other Execution Date: June 18, 2002

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

4. Application number(s) or registration number(s): A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,565,200 2,421,704 Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Venable, Baetjer, Howard & Civiletti Internal Address: Street Address: Barbara L. Waite 1201 New York Ave. NW, Ste 1000 City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 22-0261 in the absence of the attached check. (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. Barbara L. Waite Signature Date Oct 3, 2002

10/28/2002 BYRNE 00000243 2565200

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

01 FC:8521 02 FC:8522

40.00 OP 25.00 OP

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

Delaware

PAGE 1

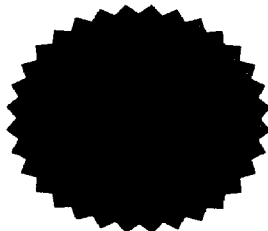
The First State

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:

"A D MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "ADVANTICA RESTAURANT GROUP, INC." UNDER THE NAME OF "DENNY'S CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JULY, A.D. 2002, AT 10 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

2174004 8100M

AUTHENTICATION: 1878880

020444318

DATE: 07-11-02

TRADEMARK

REEL: 2606 FRAME: 0374

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
A D MERGER CO.
INTO
ADVANTICA RESTAURANT GROUP, INC.**

Advantica Restaurant Group, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That the Corporation was incorporated on the 29th day of September, 1988, pursuant to the General Corporation Law of the State of Delaware:

SECOND: That the Corporation owns 100% of the outstanding shares (of each class) of capital stock of A D Merger Co., a corporation incorporated on the 20th day of June 2002, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Corporation, by the following resolutions of its Board of Directors (the "Board"), duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 28th day of June, 2002, determined to merge into itself said A D Merger Co.:

RESOLVED, that the name of the Corporation shall be changed to "Denny's Corporation" (the "Name Change"); and

FURTHER RESOLVED, that any one or more of the officers of the Corporation be, and they hereby are, authorized, empowered and directed to do or cause to be done all such acts or things and to sign or cause to be signed and delivered, all such agreements, documents, instruments, certifications and articles, in the name and on behalf of the Corporation or otherwise, as they may deem necessary, advisable or appropriate to create a wholly-owned subsidiary of the Corporation in Delaware for the sole purpose of merging such subsidiary with and into the Corporation, with the Corporation being the surviving corporation, in accordance with Section 253 of the Delaware General Corporation Law in order to effectuate the Name Change (the "Merger"); and

FURTHER RESOLVED, that the Merger effectuating the Name Change be, and the same hereby is, in all respects approved, and that any one or more of officers of the Corporation are hereby authorized and empowered, in the name of and on behalf of the Corporation, to execute and deliver all documents, agreements and articles of merger as they may deem necessary, advisable or appropriate to effectuate the Merger including without limitation, to file a Certificate of Ownership and Merger with the Delaware of Secretary of State.

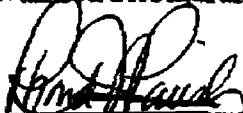
FOURTH: That, as a result of the Merger, the Corporation change its corporate name by changing Article 1 of the Restated Certificate of Incorporation of the Corporation to read as follows:

"Article 1. The name of the Corporation is Denny's Corporation."

FIFTH: The Merger shall become effective upon the date of filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware.


IN WITNESS WHEREOF, said Advantica Restaurant Group, Inc. has caused this Certificate to be signed by Rhonda J. Parish, its Executive Vice President and attested by J. Scott Melton, its Assistant Secretary, this 10th day of July, 2002.

Advantica Restaurant Group, Inc.



By: Rhonda J. Parish
Its: Executive Vice President

Attest:



By: J. Scott Melton
Its: Assistant Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
A D MERGER CO.
INTO
ADVANTICA RESTAURANT GROUP, INC.**

Advantica Restaurant Group, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That the Corporation was incorporated on the 29th day of September, 1988, pursuant to the General Corporation Law of the State of Delaware:

SECOND: That the Corporation owns 100% of the outstanding shares (of each class) of capital stock of A D Merger Co., a corporation incorporated on the 20th day of June 2002, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Corporation, by the following resolutions of its Board of Directors (the "Board"), duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 28th day of June, 2002, determined to merge into itself said A D Merger Co.:

RESOLVED, that the name of the Corporation shall be changed to "Denny's Corporation" (the "Name Change"); and

FURTHER RESOLVED, that any one or more of the officers of the Corporation be, and they hereby are, authorized, empowered and directed to do or cause to be done all such acts or things and to sign or cause to be signed and delivered, all such agreements, documents, instruments, certifications and articles, in the name and on behalf of the Corporation or otherwise, as they may deem necessary, advisable or appropriate to create a wholly-owned subsidiary of the Corporation in Delaware for the sole purpose of merging such subsidiary with and into the Corporation, with the Corporation being the surviving corporation, in accordance with Section 253 of the Delaware General Corporation Law in order to effectuate the Name Change (the "Merger"); and

FURTHER RESOLVED, that the Merger effectuating the Name Change be, and the same hereby is, in all respects approved, and that any one or more of officers of the Corporation are hereby authorized and empowered, in the name of and on behalf of the Corporation, to execute and deliver all documents, agreements and articles of merger as they may deem necessary, advisable or appropriate to effectuate the Merger including without limitation, to file a Certificate of Ownership and Merger with the Delaware of Secretary of State.

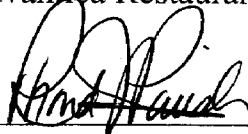
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"Article 1. The name of the Corporation is Denny's Corporation."

FIFTH: The Merger shall become effective upon the date of filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware.

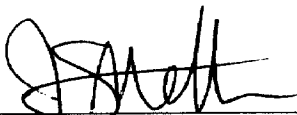
IN WITNESS WHEREOF, said Advantica Restaurant Group, Inc. has caused this Certificate to be signed by Rhonda J. Parish, its Executive Vice President and attested by J. Scott Melton, its Assistant Secretary, this 10th day of July, 2002.

Advantica Restaurant Group, Inc.



By: Rhonda J. Parish
Its: Executive Vice President

Attest:



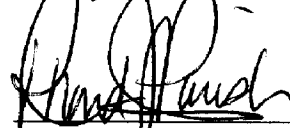
By: J. Scott Melton
Its: Assistant Secretary

CONSENT TO USE OF NAME

Denny's, Inc., a corporation organized under the laws of the State of California (the "Corporation"), hereby consents to the use of the name of Denny's Corporation in the State of Delaware.

IN WITNESS WHEREOF, the said Corporation has caused this consent to be executed by its Executive Vice President this 18th day of June, 2002.

Denny's, Inc.

A handwritten signature in black ink, appearing to read "Rhonda J. Parish", written over a horizontal line.

By: Rhonda J. Parish

Its: Executive Vice President