

06-29-1998



3 SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner

100749118

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Noah's New York Bagels, Inc.

- Individual(s)       Association
- General Partnership     Limited Partnership
- Corporation-State of California
- Other \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment     Merger
- Security Agreement     Change of Name
- Other \_\_\_\_\_

Execution Date: 12/3/97

2. Name and address of receiving party(ies):

Name: Einstein/Noah Bagel Partners, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1250 Marina Village Parkway

City: Alameda State: CA ZIP 94501

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State California
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No (Designation 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)

75/352,359 75/352,140 75/315,417 75/248,204  
75/248,201 75/248,183 75/241,337 75/180,614  
75/180,613 75/143,052 75/134,282  
75/131,710

B. Trademark Registration No.(s)

2,112,306 2,112,305 2,115,954 2,136,311  
2,101,337 2,079,401 2,136,800 2,143,901  
2,061,516 2,098,724 1,979,459 2,067,645  
1,961,823 1,979,448 1,961,639 1,931,491  
1,893,247 1,841,045 1,848,677 1,839,738  
1,838,799 2,156,372

Additional numbers attached?  Yes  No

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

Name: Cooley Godward LLP

Internal Address: Attn: Kathryn M. Wheble, Esq.

Street Address: One Maritime Plaza, 20th Floor

City: San Francisco State: CA ZIP 94111

6. Total number of applications and registration involved: 34

7. Total fee (37 CFR

3.41): \$ 865.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

06/25/1998 DMSUYEN 00000015 2112306

01 FC:501  
02 FC:402

40.00 OP  
825.00 OP

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.

*Kathryn M. Wheble*

Kathryn M. Wheble

6/22/98

Date

Total number of pages including cover sheet, attachments, and document:  4

MRD 6-23-98

80501008

# 1518663  
CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NOAH'S NEW YORK BAGELS, INC.,  
A California Corporation

FILED *JL*  
In the office of the Secretary of State  
of the State of California

DEC - 5 1997

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned, PAUL A. STRASEN and JOEL ALAM, hereby  
certify that:

ONE: They are the duly elected and acting Vice President and Secretary, respectively, of Noah's New York Bagels, Inc., a California corporation (the "Corporation");

TWO: The Amended and Restated Articles of Incorporation of the Corporation (the "Articles of Incorporation") are hereby amended by striking out Article I in its entirety and inserting in lieu thereof the following:

"ARTICLE I

The name of the Corporation is Einstein/Noah Bagel Partners, Inc."

THREE: The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

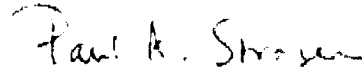
FOUR: The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the General Corporation Law of the State of California. The Corporation has one class or series of shares outstanding which are entitled to vote with respect to the amendment. There are 100 shares of Common Stock outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

12/11/97 10:00 AM

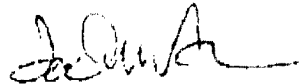
TRADEMARK

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IN WITNESS WHEREOF, the undersigned have executed this certificate on December 3, 1997



Paul A. Strasen  
Vice President



Joel Alam  
Secretary

The undersigned certify under penalty of perjury that they have read the foregoing amendment to the Amended and Restated Articles of Incorporation and they know the contents thereof, and that the statements therein are true. Executed at Golden, Colorado on December 3, 1997.



Paul A. Strasen  
Vice President



Joel Alam  
Secretary



**CONSENT TO USE OF NAME**

Einstein/Noah Bagel Corp., a corporation organized under the laws of the State of Delaware and qualified in the State of California, hereby consents to the use of the name "Einstein/Noah Bagel Partners, Inc." in the State of California

IN WITNESS WHEREOF, Einstein/Noah Bagel Corp. has caused this consent to be executed by Paul A. Strasen, its Senior Vice President this 4<sup>th</sup> day of December, 1997.

EINSTEIN/NOAH BAGEL CORP.

By Paul A. Strasen  
Paul A. Strasen  
Senior Vice President

14125 Dettmer West Parkway • Chaska, Minnesota 55309 • PHONE: 952-215-9341 • FAX: 952-216-9341

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RECORDED: 06/23/1998

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