



To the Honorable Commissioner

101072790

with the attached original documents or copy thereof.

1. Name of conveying party(ies):  
NEW WORLD COFFEE, INC.

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

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

2. Name and address of receiving party(ies)

Name: NEW WORLD COFFEE & BAGELS, INC.

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

Street Address: 379 West Broadway

City: New York State: New York Zip: 10012

Country: USA

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State 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
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: November 7, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,130,746

1,908,689

*NEW 6.21.99*

Additional numbers attached?  Yes  No

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

Name: BRUCE H. SALES

Internal Address: LERNER, DAVID, LITTENBERG,  
KRUMHOLZ & MENTLIK, LLP

Street Address: 600 South Avenue West

City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 5

7. Total Fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1095

(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.

BRUCE H. SALES  
(Name of Person Signing)

*Bruce H. Sales*  
(Signature)

6.18.99  
(Date)

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

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 Attention: Assignments

Registration No.

1,889,054

1,905,801

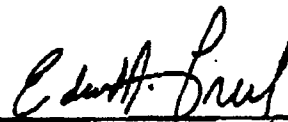
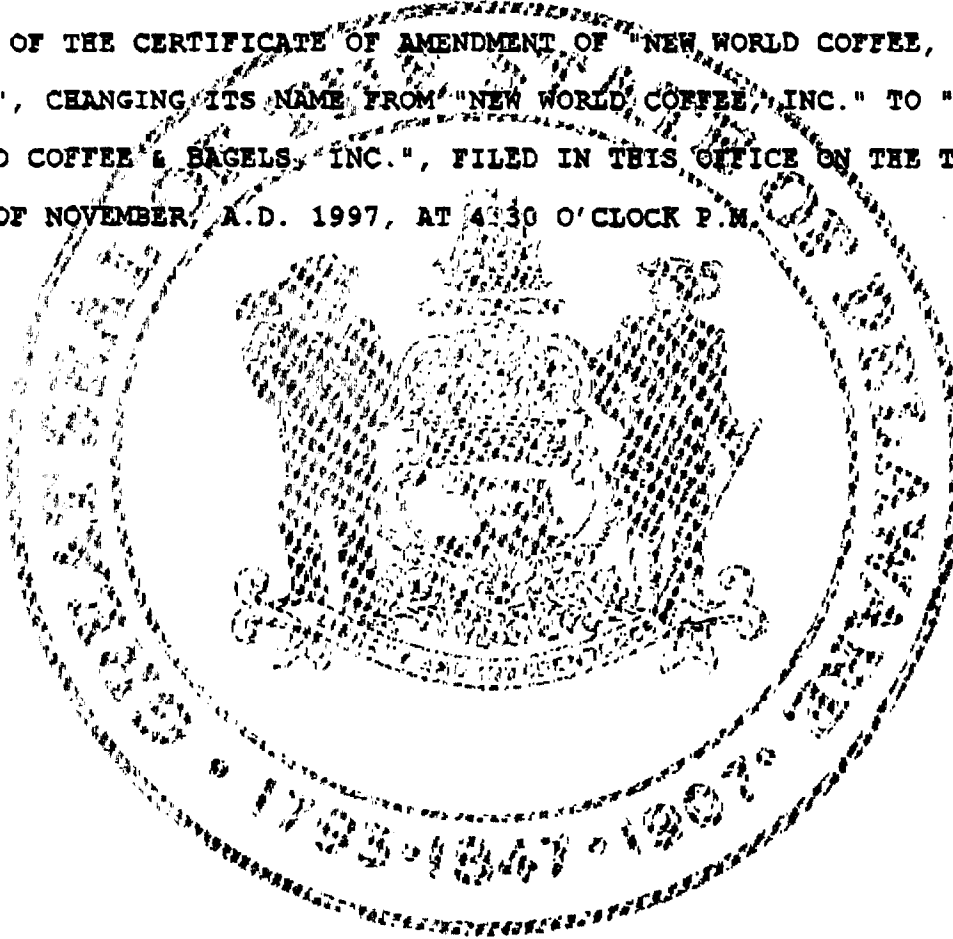
1,858,231

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## State of Delaware

## Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEW WORLD COFFEE, INC.", CHANGING ITS NAME FROM "NEW WORLD COFFEE, INC." TO "NEW WORLD COFFEE & BAGELS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2313309 8100

991020760

AUTHENTICATION: 9527650

DATE: 01-19-99

TRADEMARK  
REEL: 001916 FRAME: 0722

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 04:30 PM 11/10/1997  
 971382860 - 2313309

**CERTIFICATE OF AMENDMENT  
 OF  
 RESTATED CERTIFICATE OF INCORPORATION  
 OF  
 NEW WORLD COFFEE, INC.**

New World Coffee, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

**First:** That the Board of Directors of New World Coffee, Inc. (the "Corporation"), by a unanimous vote, filed in the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation:

**RESOLVED,** that subject to the approval of the stockholders of the Corporation, Article I of the Restated Certificate of Incorporation be amended to read in its entirety as follows:

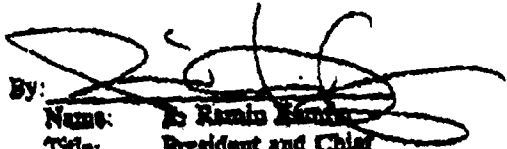
"Article I: The name of the corporation is New World Coffee & Bagels, Inc. (the "Corporation")."

**Second:** That thereafter, pursuant to resolution of the Corporation's Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 223 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**Third:** That said amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by R. Ramin Kamfar, its President and Chief Executive Officer, this 7th day of November 1997.

New World Coffee, Inc.

By:   
Name: R. Ramin Kamfar  
Title: President and Chief Executive Officer

NO. 658 P. 3

NOV. 7, 1997 11:09AM CARMY KARLINSKY & STEIN LLP