

06-23-1999



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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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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): NEW WORLD COFFEE & BAGELS, INC.
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Delaware
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies)
Name: NEW WORLD COFFEE-MANHATTAN BAGELS, INC.
Internal Address:
Street Address: 246 Industrial Way West,
City: Eatontown State: New Jersey Zip: 07724
Country: USA

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [X] Change of Name
[] Other
Execution Date: March 24, 1999

[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,130,746
1,908,689

Additional numbers attached? [X] 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
[X] 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)

[Signature]
(Signature)

6-18-99
(Date)

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK
REEL: 001922 FRAME: 0953

Registration No.

1,889,054

1,905,801

1,858,231

204781_1.DOC

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 & BAGELS, INC.", CHANGING ITS NAME FROM "NEW WORLD COFFEE & BAGELS, INC." TO "NEW WORLD COFFEE-MANHATTAN BAGEL, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2313309 8100

991139644

AUTHENTICATION: 9679131

DATE: 04-09-99

TRADEMARK
REEL: 001922 FRAME: 0955

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
NEW WORLD COFFEE & BAGELS, INC.**

NEW WORLD COFFEE & BAGELS, INC., hereinafter called the "Corporation"), 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., by a unanimous vote, filed in the minutes of the Board, adopted the following resolutions proposing and declaring advisable the following amendments 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-Manhattan Bagel, Inc."

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

"This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Fifty-Two Million (52,000,000) shares. Fifty Million (50,000,000) shares shall be Common Stock and Two Million (2,000,000) shares shall be Preferred Stock, each with a par value of \$.001 per share."

Second: That thereafter, pursuant to resolution of the Corporation's Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 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.

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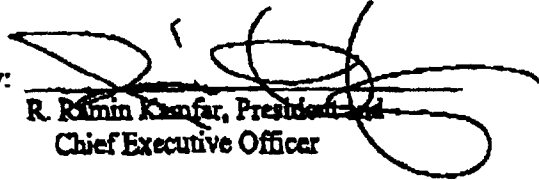
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/09/1999
991139644 - 2313309

TRADEMARK
REEL: 001922 FRAME: 0956

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by R. Ramin Kamfar, its President and Chief Executive Officer, this 24th day of March, 1999.

NEW WORLD COFFEE & BAGELS, INC.

By:


R. Ramin Kamfar, President and
Chief Executive Officer

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RECORDED: 06/21/1999

TRADEMARK
REEL: 001922 FRAME: 0957