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FORM PTO-1594
1-31-92

04-25-2000



101332872

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.

ATTORNEY DOCKET NO.: 14116.3000

1. Name of conveying party:

CBB Acquisition Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: New Jersey
- Other

Additional names of conveying parties attached?

- YES
- NO

2. Name and address of receiving party:

Name: CHESAPEAKE BAGEL FRANCHISE CORP

Internal Address:

Street Address: 246 Industrial Way West

City: Eatontown

State: New Jersey

Zip: 07724

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: New Jersey
- Other

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

- YES
- NO

Additional name(s) and address(es) attached?

- YES
- NO

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 PPR/FINANCE

04/25/2000 DCOATES 00000078 75357954
 01 FC:481 40.00 OP
 02 FC:482 200.00 OP

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Change of Name	

Execution Date: March 13, 2000

Effective Date: March 13, 2000

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

A. Trademark Application No.(s): 75/357,954
75/978,388

B. Trademark Registration No.(s): 1,386,980 2,187,384
2,187,385 2,199,460
2,245,364 2,318,460
2,318,475

Additional numbers attached? YES NO

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Nancy K. Gardner, Esq. NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: 9</p>
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7. Total fee (37 CFR 3.41): \$240.00

Enclosed

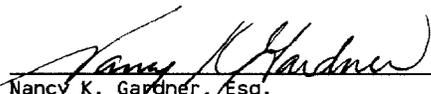
Authorized to be charged to Deposit Account.

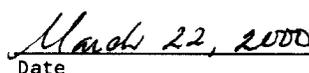
The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

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

9. 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.

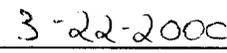

Nancy K. Gardner, Esq.


Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 3

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Trademarks, Washington, D.C. 20231, on this 22nd day of March, 2000.


Everardo McFarlane


Date

**CERTIFICATE OF AMENDMENT TO THE
 CERTIFICATE OF INCORPORATION
 OF
 CBB ACQUISITION CORP.**

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: CBB Acquisition Corp.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the ____ day of March, 2000:

RESOLVED, that Article One of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is CHESAPEAKE BAGEL FRANCHISE CORP.

3. The number of shares outstanding at the time of the adoption of the amendment was 200. The total number of shares entitled to vote thereon was 200.
4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

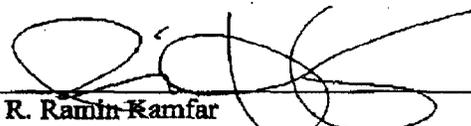
Number of Shares
 Voting For Amendment

200

Number of Shares
 Voting Against Amendment

-0-

NEW WORLD COFFEE-
 MANHATTAN BAGEL, INC.

By: 
 R. Ramin Kamfar
 Chief Executive Officer

Dated this 13th day of March, 2000

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