

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J. Lyons, Inc.		10/18/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Dunkin' Brands, Inc.
Street Address:	130 Royall Street
City:	Canton
State/Country:	MASSACHUSETTS
Postal Code:	02021
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	78459758	EATDRINKTHINK

CORRESPONDENCE DATA	
Fax Number:	(312)236-7516
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3123684000
Email:	ch.tm@piperrudnick.com
Correspondent Name:	Keith W. Medansky
Address Line 1:	Piper Rudnick LLP
Address Line 2:	P. O. Box 64807
Address Line 4:	Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	210463-8
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NAME OF SUBMITTER:	Deborah L. Donovan
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Total Attachments: 6
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CH \$40.00 78459758

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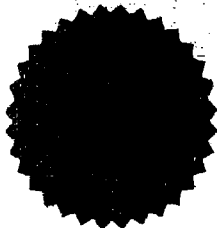
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUNKIN' BRANDS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0797087 8300

040755197

AUTHENTICATION: 3423814

TRADEMARK

DATE: 10-21-04 REEL: 002974 FRAME: 0294

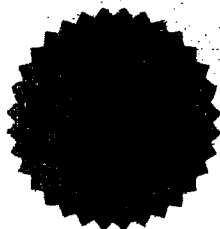
Delaware

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 RESTATED CERTIFICATE OF "J. LYONS INC.", CHANGING ITS NAME FROM "J. LYONS INC." TO "DUNKIN' BRANDS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2004, AT 9:17 O'CLOCK P.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

0797087 8100

040755197

AUTHENTICATION: 3423813

TRADEMARK

REF: 002974 FRAME: 0295

FROM CORPORATION TRUST 302-655-2480

(TUE) 10. 19 '04 21:28/ST. 21:27/NO. 4862069882 P 2
877 560 5725 P. 03/06

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:25 PM 10/19/2004
FILED 09:17 PM 10/19/2004
SRV 040755197 - 0797087 FILE

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
J. LYONS INC.**

J. Lyons Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The present name of the Corporation is J. Lyons Inc. The Corporation's original Certificate of Incorporation (the "Original Certificate") was filed with the Secretary of State of the State of Delaware on December 17, 1973 under the name J. Lyons (U.S. Holdings) Inc.

B. The Original Certificate was amended pursuant to a Certificate of Amendment to Certificate of Incorporation, dated July 1, 1980; a Certificate of Amendment to Certificate of Incorporation, dated May 12, 1982; and a Certificate of Amendment to Certificate of Incorporation, dated June 8, 1990.

C. The Board of Directors of the Corporation duly adopted a resolution at a meeting held on October 18, 2004 pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware proposing the amendment and restatement in its entirety of the Certificate of Incorporation of the Corporation, as amended, and declaring said amendment and restatement to be advisable. Among other changes, such amendment and restatement changes the name of the Corporation from J. Lyons Inc. to Dunkin' Brands, Inc.

D. The amendment and restatement of the Certificate of Incorporation was duly approved by the sole stockholder of the Corporation by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

E. The Certificate of Incorporation of the Corporation, as previously amended, is hereby amended and restated to read in its entirety as follows:

ARTICLE ONE

The name of the Corporation is Dunkin' Brands, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock"). The board of directors (the "Board of Directors") may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

Except as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions. The powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the Common Stock of the Corporation are as follows:

Section 1. Voting Rights.

The holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation. There shall be no cumulative voting.

Section 2. Dividends.

As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata at the same rate per share.

Section 3. Liquidation.

The holders of the Common Stock shall be entitled to participate pro rata at the same rate per share in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

Section 4. Authorization.

Notwithstanding the provisions of Section 242(b)(2) of the General Corporation Law of Delaware, the number of shares of authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon, voting together as a single class.

Section 5. Amendment and Waiver.

No amendment or waiver of any provision of this Article Four shall be effective without the prior consent of the holders of a majority of the then outstanding shares of Common Stock voting together as a single class.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation. Election of Directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE EIGHT

No Director of the Corporation shall be personally liable to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the Director derived an improper personal benefit.

If the General Corporation Law of Delaware or any other statute of the State of Delaware hereafter is amended to authorize the further elimination or limitation of the liability of Directors of the Corporation, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Delaware, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a Director provided by the foregoing provisions of this Article Eight.

Any repeal or amendment of this Article Eight shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or amendment.

ARTICLE NINE

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

FROM CT WILMINGTON - TEAM 6

(THU) 10. 21' 04 10:43/ST. 10:41/NO. 4863777426 P 7

FROM CORPORATION TRUST 302-655-2480

(TUE) 10. 19' 04 21:29/ST. 21:27/NO. 4862069882 P 5
OCT 21 2004

IN WITNESS WHEREOF, J. Lyons Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by David Stainton, a duly authorized officer of the Corporation, on October 18, 2004.



David Stainton
Secretary