

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
NEW WORLD COFFEE-MANHATTAN BAGEL, INC.		09/26/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	New World Restaurant Group, Inc.		
<b>Street Address:</b>	1687 Cole Blvd.		
<b>City:</b>	Golden		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80401		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1905801	SUMMERTIME BLEND	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(303)447-7800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(303) 447-7700		
<b>Email:</b>	trademarkbldr@faegre.com		
<b>Correspondent Name:</b>	Leslie P. Kramer		
<b>Address Line 1:</b>	1900 15th Street		
<b>Address Line 4:</b>	Boulder, COLORADO 80302-5414		
<b>ATTORNEY DOCKET NUMBER:</b>	319486		
<b>NAME OF SUBMITTER:</b>	Leslie P. Kramer		
<b>Signature:</b>	/Leslie P. Kramer/		
<b>Date:</b>	11/17/2005		

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Total Attachments: 3  
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State of Delaware  
Office of the Secretary of State PAGE 1

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 CERTIFICATE OF AMENDMENT OF "NEW WORLD COFFEE-MANHATTAN BAGEL, INC.", CHANGING ITS NAME FROM "NEW WORLD COFFEE-MANHATTAN BAGEL, INC." TO "NEW WORLD RESTAURANT GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2313309 8100

AUTHENTICATION: 1359875

010476105

DATE: 09-26-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/26/2001  
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**CERTIFICATE OF AMENDMENT OF THE  
RESTATED CERTIFICATE OF INCORPORATION OF  
NEW WORLD COFFEE-MANHATTAN BAGEL, INC.**

Under Section 242 of the General Corporation Law

**IT IS HEREBY CERTIFIED THAT:**

**FIRST:** The name of the corporation is New World Coffee-Manhattan Bagel, Inc. (the "Corporation").

**SECOND:** The original Certificate of Incorporation of the corporation, under the name "World Coffee, Inc.," was filed with the Secretary of State of Delaware on October 21, 1992. The Restated Certificate of Incorporation (the "Certificate of Incorporation"), under the name "New World Coffee-Manhattan Bagel, Inc.," was filed with the Secretary of State of Delaware on August 17, 1999.

**THIRD:** The Certificate of Incorporation of the corporation is amended, as authorized by Section 242 of the General Corporation Law: (i) to change the name of the Corporation from New World Coffee-Manhattan Bagel, Inc. to New World Restaurant Group, Inc.; (ii) to effect an increase in the aggregate number of shares of common stock the Corporation has the authority to issue from fifty million (50,000,000) to one hundred fifty million (150,000,000); and (iii) to increase the maximum number of directors of the Corporation from nine (9) to ten (10).

**FOURTH:** To effectuate the change of the Corporation's name, Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"FIRST: The name of the Corporation is New World Restaurant Group, Inc."

**FIFTH:** To effectuate the increase in the aggregate number of shares of common stock the Corporation has the authority to issue, the first sentence of Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"FOURTH: The total number of shares which the Corporation shall have the authority to issue is One Hundred Fifty Two Million (152,000,000), consisting of

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One Hundred Fifty Million (150,000,000) shares of common stock, and Two Million (2,000,000) shares of preferred stock, all of par value of \$.001 per share."

SIXTH: To effectuate the increase in the number of directors of the Corporation, the first sentence of Article SEVENTH(A)(1) of the Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"SEVENTH: A. 1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of such number of directors as is determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors; provided, however, that in no event shall the number of directors be less than three nor more than ten."

SEVENTH: The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

EIGHTH: The amendment of the Certificate of Incorporation herein certified shall be deemed effective on September 28, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Incorporation and affirm the foregoing as true under the penalties of perjury, this 26<sup>th</sup> day of September, 2001.

/s/ Jerold E. Novack  
Jerold E. Novack, Secretary