

**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>
Xando Cosi, Inc.		09/19/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cosi, Inc.		
<b>Street Address:</b>	1751 Lake Cook Road		
<b>Internal Address:</b>	6th Floor		
<b>City:</b>	Deerfield		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60015		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2365299	SQUAGELS	
Registration Number:	2387904	WAKE UP CALL TO LAST CALL	
Registration Number:	2393593	SYMPHONY BLEND	
Registration Number:	2393592	KING OF HEARTS BLEND	
Registration Number:	2393591	XANDWICH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(207)774-7499		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	207-774-4000		
<b>Email:</b>	cbacall@verrilldana.com		
<b>Correspondent Name:</b>	Charles P. Bacall		
<b>Address Line 1:</b>	One Portland Square		
<b>Address Line 2:</b>	P.O. Box 586		
<b>Address Line 4:</b>	Portland, MAINE 04112-0586		

**OP \$140.00 2365299**

ATTORNEY DOCKET NUMBER:	34453-4317
NAME OF SUBMITTER:	Charles P. Bacall
Signature:	/Charles P. Bacall/
Date:	06/21/2006

**Total Attachments: 7**

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Office of the Secretary of 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 CERTIFICATE OF AMENDMENT OF "XANDO COSI, INC.", CHANGING ITS NAME FROM "XANDO COSI, INC." TO "COSI, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



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

2877759 8100

AUTHENTICATION: 1516702

010655097

DATE: 12-19-01

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
XANDO COSI, INC.

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Pursuant to Section 242 of the General  
Corporation Law of the State of Delaware

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1. XANDO COSI, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of Delaware on May 15, 1998 and amendments to the Certificate of Incorporation were subsequently duly filed and recorded.

2. ARTICLE I of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

Name

The name of the corporation is Cosi, Inc. (hereinafter referred to as the "Corporation")."

3. ARTICLE IV of the Certificate of Incorporation is amended to read in full as

follows:

Authorized Stock

The total number of shares of stock which the Corporation shall have authority to issue is 45,673,947 shares of which 30,000,000 shares are designated as Common Stock, with a par value of \$.01 per share, and 15,673,947 shares are designated preferred stock, of which 2,005,862 shares are designated as Series A Convertible Preferred Stock, with a par value of \$.01 per share, 10,510,191 shares are designated as Series C Convertible Preferred Stock, with a par value of \$.01 per share, and 3,157,894, with a par value of \$.01 per share, are to be designated from time to time by the Board of Directors. The powers, preferences and rights, and the qualifications, limitations and restrictions of the Series A Convertible Preferred Stock and the Series C Convertible Preferred Stock are as set forth in Attachment I and Attachment III hereto, respectively. The 3,157,894 shares of Preferred Stock to be designated from time to time by the Board of Directors may be issued in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series. The Board of Directors is expressly authorized, in the resolution or resolutions providing for the issuance of any wholly unissued series of Preferred Stock, to fix, state and express the powers, rights, designations, preferences, qualifications, limitations and restrictions thereof, including without limitations the rate of dividends upon which and the times at which dividends on shares of such series shall be payable and the preference, if any, which such dividends shall have relative to dividends on shares of any other class or classes or any other series of stock of the Corporation; whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which dividends on shares of such series shall be cumulative; the voting rights, if any, to be provided for shares of such series and whether or not the holders of such shares are to be entitled to vote as a separate class or series either alone or together with the holders of one or more other classes or series of stock; the rights, if any, which the holders of shares of such series shall have in the

event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; the rights, if any which the holders of shares of such series shall have to convert such shares into or exchange such shares for shares of stock of the Corporation (and, if so, the conversion price(s), or the rate(s) of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversions or exchange); the redemption rights (including sinking fund or retirement fund provisions to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price(s) at which such shares may be redeemed or purchased through the application of such fund), if any for shares of such series; and such other powers, rights, designations, preferences, qualifications, limitations and restrictions as the Board of Directors may desire to so fix, all to the full extent now or hereafter permitted by the General Corporation law of Delaware. The Board of Directors is also expressly authorized to fix the number of shares constituting such series and to increase or decrease the number of shares of any series prior to the issuance of shares of that series and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not to decrease such number below the number of shares of such series then outstanding, in case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes or shares for the purposes of voting by classes unless expressly provided. Except as otherwise provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation nor issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

4. The first paragraph on page one of Attachment III of the Certificate of Incorporation is hereby deleted in its entirety and the following shall be added in lieu thereof:

10,510,191 shares of the Corporation's Preferred Stock shall be designated as Series C Convertible Preferred Stock, One Cent (\$.01) par value per share (the "Series C Preferred").

5. Paragraph 6A(i) of Attachment III of the Certificate of Incorporation is hereby deleted in its entirety and the following shall be added in lieu thereof:

(i) At any time and from time to time, any holder of Series C Preferred may convert all or any portion of the Series C Preferred held by such holder into a number of shares of Conversion Stock computed by:

(a) For Series C Preferred issued prior to February 29, 2000, multiplying the number of Series C Shares to be converted by \$8.50 and dividing the result by the Series C Conversion Price then in effect.

(b) For Series C Preferred issued on or after February 29, 2000, but prior to January 5, 2001, multiplying the number of Series C Shares to be converted by \$9.00 and dividing the result by the Series C Conversion Price then in effect.

(c) For Series C Preferred issued on or after January 5, 2001, multiplying the number of Series C Shares to be converted by \$9.50 and dividing the result by the Series C Conversion Price then in effect.

6. Paragraph 6B(i) of the Attachment III of the Certificate of Incorporation is hereby deleted in its entirety and the following shall be added in lieu thereof:

(i) The initial Series C Conversion Price shall be equal to (a) Eight and 50/100 Dollars (\$8.50) for Series C Preferred issued prior to February 29, 2000; (b) Nine and 00/100 Dollars (\$9.00) for Series

C Preferred issued on or after February 29, 2000, but prior to January 5, 2001; and (c) Nine and 50/100 Dollars (\$9.50) for Series C Preferred issued on or after January 5, 2001.

7. The Definition of "Series C Liquidation Value" located in Paragraph 11 of Attachment III of the Certificate of Incorporation is hereby deleted in its entirety and the following shall be added in lieu thereof:

"Series C Liquidation Value" of any Series C Share as of any particular date shall be equal to (a) Eight and 50/100 Dollars (\$8.50) for Series C Preferred issued prior to February 29, 2000; (b) Nine and 00/100 Dollars (\$9.00) for Series C Preferred issued on or after February 29, 2000, but prior to January 5, 2001; and, Nine and 50/100 Dollars (\$9.50) for Series C Preferred issued on or after January 5, 2001, in each of the foregoing instances, as proportionately adjusted for stock splits, stock dividends, stock combinations and other recapitalizations affecting the Series C Preferred."

8. The aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.



IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed  
here to and this certificate to be signed by its President and attested by its Secretary this 19  
day of September, 2001.

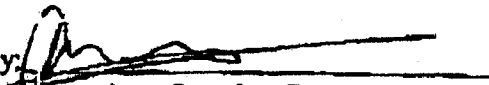


[Corporate Seal]

XANDO COSI, INC.

By:   
Nicholas Marsh, President

Attest:

By:   
Andrew Stenzler, Secretary