

05-08-2000



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OPR/FINANCE

4.21.00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002067 FRAME: 0528

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2130746"/>	<input type="text" value="1905801"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1908689"/>	<input type="text" value="1858231"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1889054"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

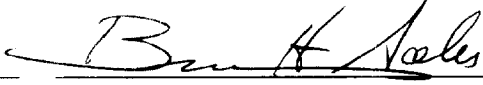
Method of Payment: Enclosed Deposit Account Fee already charged.

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Bruce H. Sales 

Name of Person Signing Signature Date Signed

06-23, 1999



101072792

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

RECO

EET

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
 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 Change of Name
 Other _____

Execution Date: March 24, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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

Handwritten: NED 6.21.99

Additional numbers attached? 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
 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)

Handwritten Signature: Bruce H. Sales
(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: 002067 FRAME: 0530

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.



2313309 8100

991139644

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9679131

DATE: 04-09-99

TRADEMARK
REEL: 002067 FRAME: 0532



RUSKIN, MOSCOU, EVANS & FALTISCHER
170 OLD COUNTRY ROAD
MINEOLA, NY 11501

April 12, 1999
Account #4539-AC
Order #973903-1

Attention: KIM SCHUTZ
(516) 663-6537

Re: NEW WORLD COFFEE-MANHATTAN BAGEL, INC.
F/K/A NEW WORLD COFFEE & BAGELS, INC.

At your request, Intercounty has performed a filing of:

SECRETARY OF STATE, DE (Filing of CERTIFICATE OF AMENDMENT)

Attached, please find official evidence of the Filing of
CERTIFICATE OF AMENDMENT for NEW WORLD COFFEE-MANHATTAN
BAGEL, INC. F/K/A NEW WORLD COFFEE & BAGELS, INC. as filed
with DE, SECRETARY OF STATE ON 04/09/1999.

We have provided you with a certified copy of the
official evidence of filing for the above referenced
entity.

*We guarantee our information to be as accurate as Reasonable Care can make it. However, the ultimate responsibility for
maintaining the files rests with the Filing Officer and we will accept no liability beyond the exercise of Reasonable Care.
(TMM)

440 Ninth Avenue
New York, NY 10001
(800) 229-4422
Fax (212) 594-1304

11 Beacon Street
Boston, MA 02108
(800) 520-8994
Fax (617) 523-3314

111 Washington Avenue
Albany, NY 12210
(800) 342-3676
Fax (518) 434-1521

810 Bear Tavern Road
Trenton, NJ 08628
(800) 759-4226
Fax (609) 882-4608

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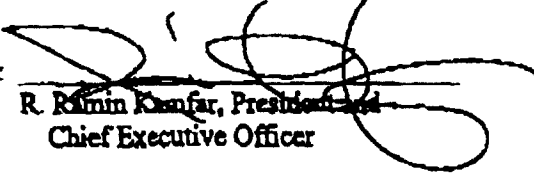
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/09/1999
991139644 - 2313309

TRADEMARK
REEL: 002067 FRAME: 0534

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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