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LAW OFFICES
LAWRENCE H. ROGOVIN

PROFESSIONAL ASSOCIATION
THE OFFICE PARK AT THE CALIFORNIA CLUB
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MIAMI, FLORIDA 33179

LAWRENCE H. ROGOVIN*
*ALSO MEMBER OF THE NEW YORK BAR

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E-MAIL: LROGOVIN@COUNSEL.COM

March 17, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002117853--5
-03/19/97--01057--011
*****35.00 *****35.00

RE: MOE'S BAGELS, INC.

Gentlemen:

Pursuant to a Stipulation of Settlement in an action instituted by our client Moe's Gourmet Bagel Corporation against Moe's Bagels, Inc. in the Circuit Court of the 11th Judicial Circuit, in and for Dade County, Florida, (a copy of which Stipulation we enclose), enclosed please find for filing the following documents:

1. Articles of Amendment to Articles of Incorporation of Moe's Bagels, Inc. changing its name to Mo's Bagels, Inc., and our office account check payable to the order of the Secretary of State in the sum of \$35.00 for filing the Articles of Amendment. We enclose an extra copy of the Articles of Amendment which should be returned to us file stamped by your office.

2. Letter from Mo's Bagels, Inc. (the new name of the entity per the Amendment filed in accordance with paragraph 1 above) f/k/a Moe's Bagels, Inc. consenting, pursuant to the requirements of the enclosed Stipulation settling the lawsuit, to the formation of a Florida corporation under the name of "Moe's Bagels, Inc." by Mr. Martin Osher.

3. Articles of Incorporation of Moe's Bagels, Inc., duly signed by Martin Osher as the incorporator, and our firm's check payable to the order of the Secretary of State in the amount of \$122.50 in payment of the filing, certification and registered agent designation fees. We also enclose an extra copy of the Articles of Incorporation which should be returned to us file stamped by your office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 26 AM 10:25

N/C Amend
Sf

OK per KB to
change name with
consent of TM
Moe's Bagel.
* Note - mediation
documents
attached -

Florida Secretary of State
Division of Corporations
March 17, 1997
Page 2

We also enclose copies of correspondence between our respective offices dated March 24, 1995 and March 30, 1995.

Thank you for your cooperation in this matter.

Very truly yours,



LAWRENCE H. ROGOVIN

LHR:cmd
enclosures

cc: Mr. Martin Osher without enclosures BY FAX (954) 456-1517
cc: Mitchell J. Zidel, Esquire without enclosures

Mo's Bagels, Inc.
2772 NE 187th Street
Miami, Florida

July 23, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MOE'S BAGELS, INC.

Dear Sir:

We have filed with your office an Amendment to the Articles of Incorporation of our corporation changing its name from "Moe's Bagels, Inc." to "Mo's Bagels, Inc." to satisfy the requirements of a stipulation settling a lawsuit.

Pursuant to the provisions of that stipulation, this letter shall signify our consent to Mr. Martin Osher, 2075 NE 164th Street, North Miami Beach, FL 33162, to form a Florida corporation to be named "Moe's Bagels, Inc."

Very truly yours,

MO'S BAGELS, INC. (f/k/a Moe's Bagels, Inc.)

By: Hussin Mohamed
Hussin Mohamed, President and Secretary

Jay Mazer
Jay Mazer, Vice President

Note:
Notified cannot
File new articles
with name.
(58)

IN THE CIRCUIT COURT OF THE
11TH JUDICIAL CIRCUIT IN AND
FOR DADE COUNTY, FLORIDA
CASE NO. : 96-05448 CA 11
JUDGE : W. THOMAS SPENCER
TRIAL DATE: 10/21/96

MOE'S GOURMET BAGEL, CORP.

Plaintiff(s),

vs.

MOE'S BAGELS, INC.

Defendant(s).

MEDIATORS REPORT

COMES NOW Judge Murray Meyerson (Ret.), the undersigned certified Mediator from FLORIDA MEDIATION GROUP and reports to this Honorable Court:

The Mediation was held on: 07-22-96 09:00.

☒ An Agreement was reached, as per the attached MEDIATION SETTLEMENT AGREEMENT.

☐ No Agreement was reached; Impasse.

☐ The parties agree to adjourn and reconvene for a continuation of the mediation on or before ___/___/___ . Notice of the date, time, & place shall be furnished to all parties and filed with the Court.

☐ The parties wish to continue negotiating toward settlement with the assistance of the mediator. If no Notice of Post-Mediation Settlement is filed on or before ___/___/___ , the court shall assume an impasse has occurred.

☐ A Post-Mediation Settlement was reached, as per information received on ___/___/___ , from _____.

☐ Other: _____

Certified Mediator, FLORIDA MEDIATION GROUP - FMG# 1-21880

()
5415 Mariner St.
Suite 104
Tampa, FL. 33609
(813) 281-8880

()
28 W. Flagler St.
Suite 1010
Miami, FL. 33130
(305) 579-9990

()
800 E. Broward Blvd.
Suite 400
Ft. Lauderdale, FL. 33301
(305) 522-9991

Copies to:
Clerk of Court
Counsel of record
Parties, (if unrepresented)

____/____/____
medrept.cir

MEDIATION SETTLEMENT AGREEMENT

MOE'S GOURMET BAGEL, CORP.

VS.

MOE'S BAGELS, INC.

COURT CASE #: 96-05448 CA 11

CIRCUIT: 11TH COUNTY: DADE

FEDERAL DISTRICT: _____

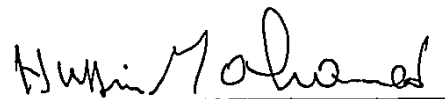
The parties and/or their respective counsel and/or representative hereby stipulate and agree that all matters arising out of the above matter, including any subrogation claims, are hereby resolved as follows:

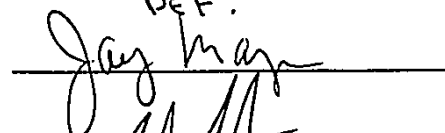
Defendant(s) shall pay to the Plaintiff(s) the amount of \$ _____. Each party shall bear their respective attorney fees and costs. All other matters discussed at the mediation shall remain privileged and confidential, unless otherwise agreed by all parties. The court shall retain Jurisdiction to enforce the terms of the SETTLEMENT AGREEMENT.

Additional terms: SEE ATTACHED SETTLEMENT
AGREEMENT.

DATE: 7/22/96


PLAINTIFF


DEF.


PLAINTIFF (ATTY.)


DEF. (ATTY.)

Copies furnished to above

(_____)
AGREE.MED

FMG #: 1-21880

Plaintiff - ITO

Def. JM HM

Plaintiff Atty - PAR

Def. Atty. WZ

July 22, 1996

It is HEREBY stipulated and agreed that the certain action styled "MOE'S GOURMET BAGEL CORPORATION, Plaintiff vs MOE'S BAGELS, INC., DADE COUNTY CIRCUIT COURT CASE NO. 96-05448 CA 11, SHALL BE AND HEREBY IS SETTLED ON THE FOLLOWING TERMS AND CONDITIONS:

1. WITHIN TEN (10) DAYS FROM DATE DEFENDANT SHALL ^{CHANGE} ~~CHANGE~~ ITS CORPORATE NAME TO "MOE'S BAGEL, INC.". PLAINTIFF SHALL PAY FOR THAT NAME CHANGE COST. DEFENDANT HEREBY CONSENTS TO MARTIN OSHER ~~being~~ FORMING A FLORIDA CORPORATION NAMED "MOE'S BAGELS, INC." (SEE #4 BELOW)
2. WITHIN NO LATER THAN (90) NINETY DAYS FROM DATE DEFENDANT SHALL CHANGE ITS TRADE NAME (THE NAME OF ITS RESTAURANT AND BUSINESS) TO "MOE'S BAGEL". PLAINTIFF SHALL ^{PAY} THE COST OF ^{CHANGING DEFENDANT'S} ~~CHANGING~~ ^{AT} ~~AT~~ STORE (EXTERIOR AND INTERIOR) SIGNAGE AND THE COST OF NEW MENUS AND BUSINESS CARDS, NOT TO EXCEED FIVE THOUSAND DOLLARS (\$5,000). THE COST SHALL BE EVIDENCED BY LEGITIMATE ^{THIRD-PARTY} ~~THIRD-PARTY~~ ^{INVOICES} THEREFORE SUBMITTED BY DEFENDANT TO PLAINTIFF.

3. NEITHER DEFENDANT NOR ITS PRINCIPALS SHALL USE ANY SIMILAR SOUNDING NAME ("MOE'S BAGELS" OR "MOE'S GOURMET BAGEL") AT ANY ~~OTHER~~ LOCATION ~~EXCEPT~~ ^{EXCEPT} THAN ITS PRESENT LOCATION.

4. DEFENDANT'S CONSENT, ^{DEFERRED TO A PARAGRAPH 4 ABOVE} SHALL ALSO BE BY LETTER PREPARED BY PLAINTIFF'S COUNSEL.

(CONTINUED ON NEXT PAGE)

PLAINTIFF - JCO

DEF. JM HM

PLAINTIFF ATTY JMR

DEF. ATTY MZ

5. IN THE EVENT DEFENDANT CLOSES ITS PRESENT OPERATION, IT SHALL PROMPTLY CHANGE ITS CORPORATE NAME TO A DIFFERENT NAME, AT PLAINTIFF'S EXPENSE OF SUCH CORPORATE NAME CHANGES.

6. DEFENDANT ACKNOWLEDGES THE SUPERIORITY OF PLAINTIFF'S TRADE AND SERVICE MARKS, ^{USING DEFENDANT'S AND ITS PREVIOUS SAME OR NOT} TO PLAINTIFF'S USE OF ITS TRADE AND SERVICE MARKS IN ANY RESTAURANT OR FOOD OPERATION IN DADE COUNTY, FLORIDA, EXCEPT FOR THE RESTAURANT CONTAINED IN PARAGRAPHS 7 BELOW

7. AS LONG AS ^{THE PRINCIPALS OF DEFENDANT OWN DEFENDANT AND} DEFENDANT IS ACTIVELY OPERATING ITS PRESENT BUSINESS, PLAINTIFF AGREES NOT TO OPEN A COMPETING BUSINESS UNDER ITS PRESENT TRADE NAME, OR ANY SIMILAR NAME, WITHIN A TWO (2) MILE RADIUS OF DEFENDANT'S PRESENT RESTAURANT LOCATION. SHOULD DEFENDANT'S PRINCIPALS SELL BENEFICIAL OR LEGAL CONTROLLING INTEREST OR CONTROL OF DEFENDANT, THE FOREGOING RESTRICTION SHALL AUTOMATICALLY TERMINATE.

8. DEFENDANT'S ^(HUSSEIN) HUSSEIN MOHAMED SHALL HAVE THE RIGHT TO USE THE NAME "MO" OR "MO'S" IN ANY NEW COMPETING BUSINESS UNDER THE FOLLOWING CONDITIONS:

(A) DEFENDANT'S PRESENT RESTAURANT IS CLOSED OR HAS BEEN SOLD TO A THIRD PARTY; AND

(B) HUSSEIN MOHAMED ~~BEING~~ OPEN AND OPERATES SUCH COMPETING BUSINESS WITHIN EIGHTEEN (18) MONTHS FROM DATE; AND

(C) MR. MOHAMED MAY USE SUCH NAME AT ONLY ONE (1) LOCATION

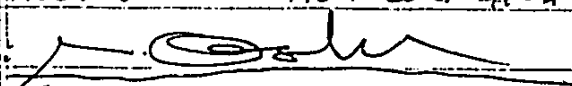
9. SHOULD THE PRINCIPALS OF DEFENDANT SELL LEGAL OR BENEFICIAL

(CONTINUED NEXT PAGE)

INTEREST OF THEIR STOCK IN DEFENDANT TRUY CORPORATION
AND ALSO THEY SHALL MAKE DISCLOSURE OF THIS
STIPULATION TO THEIR PURCHASER/ASSIGNEE/TRANSFeree
AND ATTACH A COPY OF THIS STIPULATION
TO THEIR AGREEMENT OF SALE.

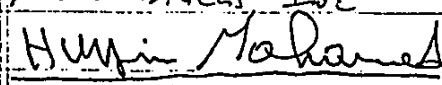
10. IN THE EVENT ANY PARTY INSTITUTES SUIT TO ENFORCE
OR INTERPRET THIS STIPULATION, THE LOSING PARTY SHALL
PAYING THE PREVAILING PARTY'S REASONABLE LEGAL FEES,
COSTS AND EXPENSES.

MOE'S GARNES BAYCO CORPORATION

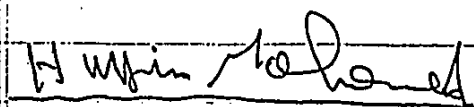
By: 

MARTIN OSHER, President

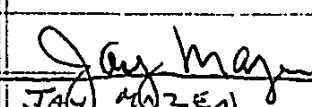
MOE'S BAYCO, INC.

By: 

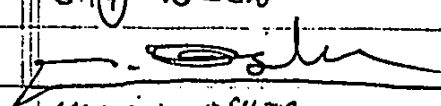
HUSSEIN MOHAMED



HUSSEIN MOHAMED



JAY MOZEN



MARTIN OSHER

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MOE'S BAGELS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 26 AM 10: 25

1. The undersigned hereby amends, pursuant to the Florida Business Corporation Act, the Articles of Incorporation of the above-named corporation as follows:

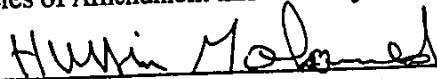
ARTICLE I

Name

The name of the corporation shall be MO'S BAGELS, INC.

2. The foregoing Amendment was unanimously adopted by the shareholders and directors of the corporation on July 23, 1996. The number of votes cast for the amendment by the shareholders was sufficient for approval. There is only one voting group entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned President, Vice President and Secretary of this corporation have executed these Articles of Amendment this 23rd day of July, 1996.


Hussin Mohamed, President and Secretary


Jay Mazen, Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of July, 1996 by HUSSIN MOHAMED as President and Secretary and JAY MAZEN as Vice President of MOE'S BAGELS, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or who have produced Ella Ruiz, Sec as identification and did not take an oath.
(Type of Identification)


NOTARY PUBLIC-State of Florida
Print Name: Luis Perez

My commission expires: