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State of Idaho

Department of State

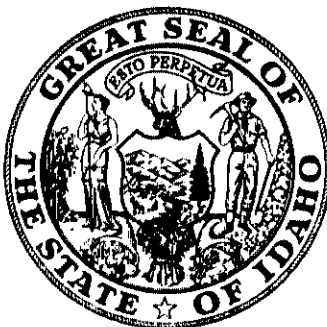
CERTIFICATE OF AMENDMENT OF

PRETZEL TIME NORTHWEST, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PRETZEL TIME NORTHWEST, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

September 21, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

THIRD AMENDMENT
OF
ARTICLES OF INCORPORATION
PRETZEL TIME NORTHWEST, INC.

SEP 21 11 55 AM '93
SECRETARY OF STATE

Randol Hemmer and Steven H. Mann hereby certify that they are all of the stockholders of PRETZEL TIME NORTHWEST, INC., an Idaho corporation. By agreement of stockholders the Articles of Incorporation are amended as follows:

1. Article III is amended to read in its entirety as follows:

ARTICLE III

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 5,000,000 shares of common stock without par value. Upon the amendment of this article each outstanding share of the corporation is split and converted into 125 shares of stock, without effect on the stated capital.

Each shareholder of record shall be entitled to one vote for each share of stock outstanding in his name on the books of the corporation, except that cumulative voting shall be used in the election of directors.

2. Article V is amended to read in its entirety as follows:

ARTICLE V

The governing board of this corporation shall be called the Board of Directors which shall consist of not less than one nor more than seven members, the exact number of which is to be designated by the By Laws of the corporation. The initial board member shall be:

Randol Hemmer
5866 Franklin Road
Boise, Idaho 83709

3. Article VII is deleted.
4. Article XI is added, and shall read in its entirety as follows:

ARTICLE XI

No shareholder of this corporation shall have any preemptive rights.

5. Article XII is added, and shall read in its entirety as follows:

ARTICLE XII


A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except this provision shall not eliminate or limit the liability of a director:

- a. For any breach of the director's duty of loyalty to the corporation or its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Provided for under Section 30-1-48, Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

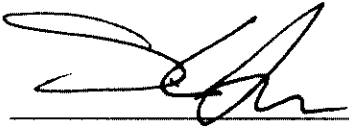
The stockholders of the corporation executed the above described Stockholders Agreement which adopts the above described amendment on the 16th day of September, 1993.

By such agreement the President and Secretary were instructed to cause the Third Amendment to the Articles of Incorporation to be prepared, sworn to and filed as required by law.

Dated: September 16th, 1993.



RANDOL HEMMER

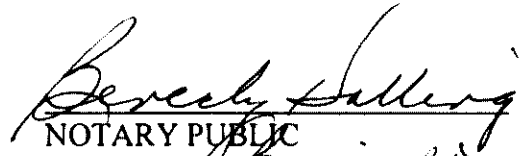


STEVEN H. MANN

VERIFICATION

State of Idaho)
) ss.
County of Ada)

The undersigned, a Notary Public in and for the State of Idaho, hereby certifies that on this 16th day of September, 1993, personally appeared before me Randol Hemmer, who, being first duly sworn, declared that he is a stockholder of Pretzel Time Northwest, Inc., that he signed the foregoing document as a stockholder, and that the statements therein contained are true.


NOTARY PUBLIC
Residing at Bonnie
Commission Expires: 9/10/97