

SECOND AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
KASTLE CHOCOLATE, INC.

JUN 30 10 59 AM '98

SECRETARY OF STATE  
STATE CLERK

This Second Amendment to the Articles of Incorporation of Kastle Chocolate, Inc. are adopted pursuant to §30-1-1006 of the Idaho Business Corporation Act.

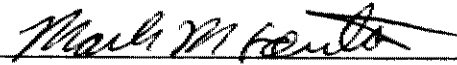
1. ARTICLE IV is amended to read in its entirety as follows:


"ARTICLE IV"

"The aggregate number of shares that this corporation shall have authority to issue is 5,000,000 shares of common stock without par value."

2. This amendment was adopted by and recommended for approval by the shareholders by the Directors and approved by the shareholder on May 27, 1998.
3. On the date of adoption there were 1,500,000 shares of common stock outstanding, each share with one vote, all of which shares were present and entitled to vote. All of the shares voted in favor of approval of the amendment.

Dated this 9<sup>th</sup> day of June, 1998.

  
Mark M. Gantar, President

  
Henry E. Houst, Secretary - Treasurer

IDaho SECRETARY OF STATE

06/30/1998 09:00  
CK: 6591 CT: 68955 BH: 124000

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