State of Idaho

Department of State

CERTIFICATE OF AMENDMENT
OF

JIMMY D'S, INC. File Number C 97249

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 JIMMY D'S, INC., changing the corporate name to THE WINE CELLAR, 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.

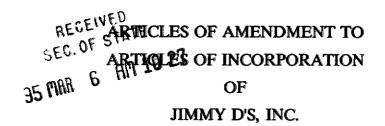
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: March 6, 1995



Peter OF STATE

By Deyllerias



Articles of Amendment of the Articles of Incorporation of JIMMY D'S, INC., are herein executed by said Corporation pursuant to the provisions of Section 30-1-59, et seq., of the Idaho Business Corporation Act, as follows:

- 1. The name of the Corporation is JIMMY D'S, INC.
- 2. The amendments to the Articles of Incorporation of said Corporation are as follows:
 - (a) ARTICLE FIRST shall be amended to read as follows:

"The name of this Corporation shall be THE WINE CELLAR, INC."

(b) ARTICLE SEVENTH shall be amended to read as follows:

> "The address of the registered office of the Corporation is 313 Sherman Avenue, Coeur d'Alene, Idaho 83816. The name of the Corporation's registered agent at such address is James M. Duncan.

- 3. The date of the adoption of said amendments by the shareholders of the Corporation is February 24th, 1995.
- 4. The number of shares outstanding of Corporation is five thousand (5,000) shares, all of which are entitled to vote.
- 5. The number of shares voting for and against said amendment, respectively. were as follows:

For Amendment Against Amendment 5,000 Shares

-0- Shares

IDAMO SECRETARY OF STATE 19950306 0900

6. The amendment does not provide for the exchange, red sife ation, and CORP cancellation of issued shares.

10 30.00= 30.00

The amendment does not effect a change in the amount of stated capital of 7. the Corporation. DATED this 24th day of February, 1995. JIMMY D'S, INC. STATE OF IDAHO :SS County of Kootenai) JAMES M. DUNCAN, being first duly sworn on oath, deposes and says: That I am the President of JIMMY D'S, INC.; that I have read the within and foregoing Articles of Amendment to Articles of Incorporation; know the contents thereof, and believe the same to be true. SUBSCRIBED AND SWORN to before me this ____ day of February, 1995.

Notary Public in and for the State of Idaho, residing at Coeur d'Alenc. Spirit Lake

My commission expires: 11-11-2000

-2-