

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

THE BOOK CELLAR, 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 THE BOOK CELLAR, INC., changing the corporate name to MAIN STREET BOOKCAFE, 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.

March 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley I. Clark*

ARTICLES OF AMENDMENT

OF

THE BOOK CELLAR, INC.

RECEIVED
SEC. OF STATE

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ARTICLE I
NAME

The name of this corporation is THE BOOK CELLAR, INC.

ARTICLE II
AMENDMENTS

Article I of the Articles of Incorporation of said corporation shall be amended by deleting said Article I and substituting therefor the following:

ARTICLE I
NAME

The name of this corporation is MAIN STREET
BOOKCAFE, INC.

ARTICLE III
DATE OF ADOPTION

The Amendment has been approved by one hundred percent (100%) of the shareholders entitled to vote thereon, and of the board of directors of the Corporation at a special meeting held on the 15th day of January, 1993, at which meeting there was at all times a quorum of the shareholders and a quorum of the board of directors.

ARTICLE IV
EFFECT ON ISSUED SHARES AND STATED CAPITAL

The Amendment does not provide for an exchange, reclassification or cancellation of issued shares, nor does it effect a change in the amount of stated capital.

The undersigned being the President and Secretary and all of the Directors of the corporation declare under penalty of perjury that the matters set forth in the foregoing Articles of Amendment are true and correct and that these Articles of Amendment were executed on the 26th day of February, 1993, at Ketchum, Idaho.


President and Director

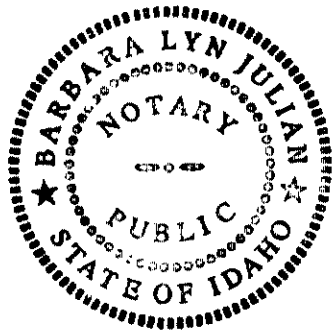

Secretary and Director

STATE OF IDAHO,
County of Blaine.

ss.

I, Barbara Lyn Julian, a notary public, do hereby certify that on this 20th day of February, 1993, personally appeared before me Suzanne St. Clair, who, being by me first duly sworn, declared that she is the Secretary and one of the Directors of THE BOOK CELLAR, INC.; that she signed the foregoing document as Secretary and one of the Directors of the corporation, and that the statements contained therein are true.

WITNESS my hand and official seal.



Barbara Lyn Julian
Notary Public for Idaho
Residing at Hailey
Commission expires 2/23/99

ARTICLES OF AMENDMENT - 2

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