

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LITTLE SHOP OF COFFEE, INC.**

FILED

02 MAY -9 PM 4:09

SECRETARY OF STATE
STATE OF IDAHO

The undersigned officer of Little Shop of Coffee, Inc., an Idaho Corporation (the "Corporation"), hereby submits the following amendment to the Corporation's Articles of Incorporation for filing with the Secretary of State of the State of Idaho

1. The name of the Corporation is Little Shop of Coffee, Inc.
2. Article V of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

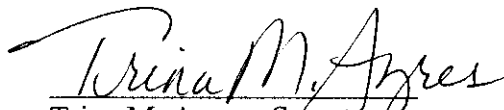
"V.

The aggregate number of shares the corporation is authorized to issue shall be one hundred and fifty (150), all of which shall be common voting stock without par value."

3. The amendment was adopted by the unanimous written consent of all of the shareholders of the Company on May 8, 2002, pursuant to Idaho Code Sections 30-1-704 and 30-1-1003. On the date of approval, there were 100 shares of common stock, without par value, of the Corporation issued and outstanding, representing all of the outstanding shares of capital stock of the corporation, all of which were voted in favor of the amendment.
4. This amendment will be effective upon filing of this amendment with the office of the Secretary of State of the State of Idaho.

Dated this 8TH day of May, 2002.

Little Shop of Coffee, Inc.


Trina M. Ayres, Secretary

IDAHO SECRETARY OF STATE
05/09/2002 05:00
CK: CASH CT: 21288 BH: 464778
1 @ 38.00 = 38.00 AMEND PROF # 2

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