

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

**KASTLE CHOCOLATE INC.
File Number C 106602**

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 KASTLE CHOCOLATE 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: February 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Willie J. Jansworth*

ARTICLES OF AMENDMENT

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to the
ARTICLES OF INCORPORATION
of

KASTLE CHOCOLATE INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Kastle Chocolate Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on the 21st day of February, 1995, in the manner prescribed by the Idaho Business Corporation Act:

Articles III through VIII are deleted and replaced by the following:

ARTICLE III

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares that this corporation shall have authority to issue shall be 2,000,000 shares with no par value.

ARTICLE V

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Votes shall not be accumulated.

ARTICLE VI

There shall be no preemptive right to acquire shares.

ARTICLE VII

The address of the initial registered office of this corporation in the state of Idaho shall be 166 Willoway, Boise, Idaho 83705, and the name of the initial registered agent at that address shall be William Kosterman.

ARTICLE VIII

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons serving as directors until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Mark Gantar	124 E. Mallard #357 Boise, Idaho
Grant Newsteder	313-½ E. 39th Garden City, Idaho
William Kosterman	166 Willoway Boise, Idaho

ARTICLE IX

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

ARTICLE X

The names of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Grant Newsteder	313-½ E. 39th Garden City, Idaho
William Kosterman	166 Willoway Boise, Idaho

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 6 and the number of shares entitled to vote thereon was 6.

FOURTH: The number of shares voted for such amendment was 6 and the number of shares voted against such amendment was -0-.

DATED this 21st day of February, 1995.

KASTLE CHOCOLATE INC.

By Mark M. Gantar
Mark Gantar, President


By _____

William Kosterman
William Kosterman, Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 21 day of Feb, 1995, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared MARK GANTAR and WILLIAM KOSTERMAN, known to me to be the President and Secretary, respectively of KASTLE CHOCOLATE INC., the corporation that executed the within and foregoing Articles of Amendment and, being first duly sworn, verified that the statements therein contained are true to the best of their knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 12-17-96