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BASIC AMENDMENT

BARNIE'S COFFEE & TEA COMPANY, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

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03/05/02

**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BARNIE'S COFFEE & TEA COMPANY, INC.**

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Pursuant to Sections 607.1001, 607.1003 and 607.1006 of the Florida Statutes, Bernie's Coffee & Tea Company, Inc., a corporation organized under the laws of the State of Florida (the "Corporation") hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the corporation is Bernie's Coffee & Tea Company, Inc.
2. The first paragraph of Article III of the Corporation's Amended and Restated Articles of Incorporation is hereby amended so as to eliminate the authorization of preferred stock and to restate said Article as follows:

The total number of shares of all classes of capital stock which the Corporation has authority to issue is 10,000 shares, consisting of:

10,000 shares of Common Stock, par value one dollar (\$1.00) per share (the "Common Stock").

3. The aforesaid Amendment to the Amended and Restated Articles of Incorporation of the Corporation was adopted and approved by written consent of the holder of all issued and outstanding Common Stock of the Corporation, being the only class of stock entitled to vote thereon, effective on the 19th day of October, 2001. Such vote was sufficient for approval of this Amendment.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be signed by its duly authorized officer as of this 26th day of FEBRUARY, 2002.

**BARNIE'S COFFEE & TEA COMPANY,
INC., a Florida corporation**

By: 

Richard Ungaro, President