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BARNIE'S COFFEE & TEA COMPANY INC.

Gourmet Coffee Purveyors

MICHAEL DAIGLE
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May 22, 2003

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment

Dear Sir or Madam:

Enclosed please find two copies of an Articles of Amendment of the Amended and Restated Articles of Incorporation for Bernie's Coffee & Tea Company, Inc., along with our check in the amount of \$35.00.

Please file this document, and return one stamped copy to the undersigned in the enclosed stamped, self-addressed envelop.

Thank you for your assistance.

Sincerely,
BARNIE'S COFFEE & TEA COMPANY, INC.


By: Michael R. Daigle
Vice President-Development / Chief Counsel

NYC • WASHINGTON • ATLANTA • NASHVILLE • ORLANDO • MIAMI

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

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. Article II of the Corporation's Amended and Restated Articles of Incorporation, dated December 29, 1998, as amended by Articles of Amendment, dated October 15, 2001, and by Articles of Amendment, dated February 28, 2002 (as previously amended, the "Articles"), is hereby deleted and replaced, in its entirety, with the following:

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the Corporation and its mailing address is: 7001 Lake Ellenor Drive, Suite 250, Orlando, Florida 32809.

The location of the principal office shall be subject to change as may be provided in the bylaws duly adopted by the Corporation.

2. Article III of the Articles is further amended by deleting the first two paragraphs and the section labeled "A. PREFERRED STOCK" and replacing them, in their entirety with the following:

The total number of shares of capital stock which the Corporation has authority to issue is 200,000 shares, consisting entirely of Common Stock, par value one dollar (\$1.00) per share (the "Common Stock").

These Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation were adopted and approved by written consent of the majority of the holders of two-thirds of the issued and outstanding Common Stock of the Corporation, being the only class of stock entitled to vote thereon. 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 21 day of May, 2003.

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

By: _____

Neil E. Leach, Chairman

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