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Amend

05/04/05--01013--022 **43.75

FILED
05 MAY -4 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
5/11/05

Law Offices
Leonard & Morrison
Suite 105
1995 E. Oakland Park Boulevard
Fort Lauderdale Florida 33306

WILLIAM F. LEONARD
RICHARD W. MORRISON
C. GLENN LEONARD

TELEPHONE (954) 566-0096
FAX (954) 566-6866

April 29, 2005

Division of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

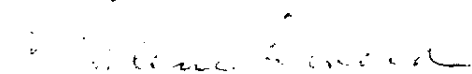
Re: Black & Brew Coffee House & Bistro, Inc.

Gentlemen:

I enclose herewith the original and one copy of Articles of Amendment, as well as a check in the amount of \$43.75 which represents \$35.00 filing fee and \$8.75 for a certified copy.

Please return the certified copy of the Articles of Amendment to us as soon as is possible. Your quick service is greatly appreciated. Thank you.

Sincerely,



C. GLENN LEONARD
CGL/cb
Enclosures/Articles/check
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ARTICLES OF AMENDMENT
OF

BLACK & BREW COFFEE HOUSE & BISTRO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - Capital Stock

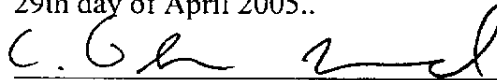
1. Article III of the Articles of Incorporation of BLACK & BREW COFFEE HOUSE & BISTRO, INC. is hereby amended to read:

"ARTICLE I II- Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock having a nominal or par value of One Dollar and 00/100 (\$1.00) per share. "

2. The foregoing amendment was adopted by the shareholders of this corporation on April 29, 2005.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 29th day of April 2005..



C. GLENN LEONARD, President and Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments, personally appeared C. GLENN LEONARD known to me to be the persons who executed the foregoing Articles of Amendment as President and Secretary and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 29th day of April 2005.



Notary Public
My Commission Expires:



Carol Bartel
My Commission DD084593
Expires March 05, 2006