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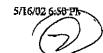


BASIC AMENDMENT

COFFEE BEAN (MIAMI), INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF COFFEE BEAN (MIAMI), INC. DOCUMENT NUMBER: P93000045796

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

First: Article III is being amended to now read as follows:

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 300.

Second: The aforesaid amendment to Article III was adopted on May 14, 2002.

Third: Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 14th day of May, 2002.

Signature:

ariel Feldsberg, Director

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