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

December 27, 1996

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-01/02/97--01041--011
*****35.00 *****35.00

Re: NEW HARMONY COFFEE & TEA COMPANY, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Amendment, together with my check in the amount of \$35.00 to cover the filing fee. Please provide me with a copy of the Articles of Amendment once they have been filed.

If there are any questions, please feel free to call this office.
Thank you for your cooperation.

Very truly yours,


Herbert Elliott

HE/amm
Enclosures

FILED
96 DEC 31 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NR Same 096-5986

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N/C

VS JAN 10 1997

ARTICLES OF AMENDMENT

NEW HARMONY COFFEE & TEA COMPANY, INC.

FILED
96 DEC 31 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.187, Florida Statutes, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. Article I is hereby amended to read as follows:

The name of the corporation shall be

HIGHER GROUNDS CORPORATION

2. The foregoing amendment was adopted by the unanimous vote of the shareholders entitled to vote thereon, in accordance with Section 607.181, Florida Statutes, on December 20, 1996.

3. The foregoing amendment was adopted on December 20, 1996 by a unanimous vote of the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the Directors, Officers, and Shareholders of the Corporation, have executed these Articles of Amendment, this 20th day of December, 1996.

Vivienne Worthington
VIVIENNE WORTHINGTON, Shareholder

Vivienne Worthington
VIVIENNE WORTHINGTON, Chairman

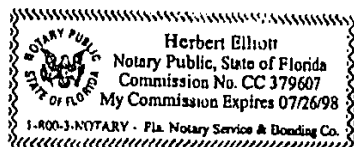
Vivienne Worthington
VIVIENNE WORTHINGTON, President

Vivienne Worthington
VIVIENNE WORTHINGTON, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Vivienne Worthington, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of December, 1996.



[Signature]
NOTARY PUBLIC
My Commission Expires: