

P97000047912

INFANTINO AND BERMAN  
ATTORNEYS AT LAW

Jed Berman  
Thomas V. Infantino

Patrick A. Raley  
James W. Kline

Suite 7  
180 South Knowles Avenue  
Winter Park, Florida  
32789

Tel (407) 644-4678  
Fax (407) 644-4128

Mailing Address:  
P.O. Drawer 30  
Winter Park, Florida  
32790-0030

June 15, 1998

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

Re: C D PROMO, INC.

Dear Sirs:

Enclosed are an original and one copy of articles of amendment  
the articles of incorporation of the above-named corporation for  
filing.

Also enclosed is a check in the amount of \$87.50 for the  
amendment filing fee and a certified copy of the amendment.

Sincerely,

*Patrick A. Raley*  
Patrick A. Raley

PAR:ckb

Enclosures

400002562864--1

-06/17/98-01061-006

\*\*\*\*\*87.50 \*\*\*\*\*87.50

98 JUN 17 10 17 AM  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VS JUN 23 1998

*Amend & N/C*

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
C D PROMO, INC.

FILED  
98 JUN 17 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being the president and secretary of C D PROMO, INC., a corporation organized and existing under and by virtue of the general corporation laws of the State of Florida,

DO HEREBY CERTIFY: --

FIRST: That Article I of the articles of incorporation are amended to read:

"ARTICLE I

The name of the corporation shall be:

TARABA COFFEE, INC."

SECOND: That Article III of the articles of incorporation be amended to read:

"ARTICLE III

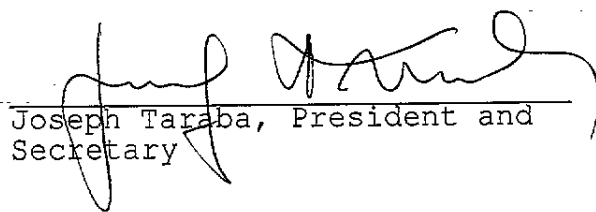
The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten million (10,000,000) shares of common stock having a par value of one tenth of a cent (\$0.001) per share.

Shares may be issued only for consideration having a value, in the judgment of Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable."

THIRD: The above amendments were duly adopted by a sufficient number of the shareholders of the sole class of outstanding common stock of the corporation required for approval at a special meeting held June 8, 1998, and became effective at 5:00 p.m. on that day.

IN WITNESS WHEREOF we have signed this certificate this 8th day of June, 1998.

(SEAL)

  
Joseph Taraba, President and  
Secretary

Attest: