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Transmittal Letter

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

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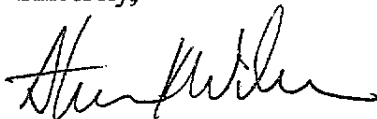
SUBJECT: Cathy's Bakery & Coffee Shop, Inc.

Enclosed is an original and one (1) copy of an amendment to the articles of incorporation for Cathy's Bakery & Coffee Shop, Inc. (now Bay Islands Coffee Company, Inc.), and a check for \$43.75 for filing fee and one certified copy. Please return the copy to me with the filing date stamped on it.

FROM: Steven K. Wilder, Sec.
Bay Islands Coffee Company, Inc.
205 SW 75th Street, #10-V
Gainesville, FL 32607
(352) 332-4310

Thank you.

Sincerely,



Steven K. Wilder
Secretary

FILED
00 APR -3 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend NC
T. LEWIS APR 11 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**CATHY'S BAKERY & COFFEE SHOP, INC.
f/k/a CATHY'S COOKIES, INC.**

FILED
00 APR -3 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: The following amendments are adopted:

Article Number 1. The name of the corporation shall be:

Bay Islands Coffee Company, Inc.

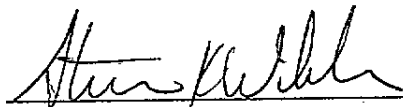
Article Number 2. The principle place of business and mailing address of the corporation is:

3270 SW 35th Boulevard, Gainesville, FL, 32608

Second: The date of each amendment's adoption is March 30, 2000.

Third: Adoption of the amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 30th day of March, 2000.



Steven K. Wilder, Secretary