



The
Heritage
Coffee Companies

530825

July 2, 2002

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*****35.00 *****35.00

HERITAGE • USA
SOUTHERN HERITAGE
COFFEE CO., INC.
Roasting Plant / Sales
PO Box 4155
Winchester, KY 40392
(800) 486-1198
(859) 744-9448 Fax
shcoffee@aol.com Email

Corporate Office
11801-6 28th Street N.
St. Petersburg, FL 33716
(727) 573-0101
(727) 572-8312 Fax
stuartdaw@aol.com Email

HERITAGE • CANADA
HERITAGE COFFEE CO., LTD.
Roasting Plant
Corporate Office
97 Bessemer Road, Unit 3
London, ON N6E 1P9
(519) 686-3620
(519) 668-1384 Fax
heritage@odyssey.on.ca Email

Sales Office
4540 Eastgate Pkwy, Unit 3
Mississauga, ON L4W 3W6
(800) 518-5550
(905) 624-6417
(905) 624-0518 Fax
Brian@heritage-coffee.com Email

Café Héritage / Sales East
5712 Vanden Abeele
St. Laurent, QC H4S 1R9
(800) 300-6752
(514) 331-6752
(514) 331-9158 Fax

WEBSITE
www.heritage-coffee.com

Division of Corporations
State of Florida
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment for Southern Heritage Coffee Co., Inc.
Document # S30825 / FEI # 59-3063528

Dear Sirs:

Enclosed please find Articles of Amendment for Southern Heritage Coffee Co., Inc.

If you need further information, please call me at (727) 573-0101. Please mail any documents to Stuart Daw, Southern Heritage Coffee Co. Inc., 11801 28th Street N., Bldg 6, St. Petersburg, FL 33716.

Thank you for your assistance.

Yours truly,

Stuart Daw, President
Southern Heritage Coffee Co., Inc.

cc: Peter D. Graham, Esq.

FILED
02 JUL 11 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-12-02
Amend
Spayne

RECEIVED
02 JUL -8 AM 11:03
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

OF

SOUTHERN HERITAGE COFFEE CO., INC.

FILED

02 JUL 11 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

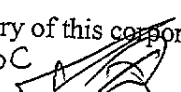
1. Article III of the Articles of Incorporation of SOUTHERN HERITAGE COFFEE CO., INC. is hereby amended to read:

ARTICLE III

AUTHORIZED SHARES

This corporation is authorized to issue 500 shares of four dollars (\$4.00) par value common stock.

2. The foregoing amendment was adopted and approved by all of the shareholders of this corporation on the 24th day of June, 2002.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of this corporation have executed these Articles of Amendment on this ^{2nd} ~~25th~~ day of ^{July} ~~June~~, 2002. BC 


PRESIDENT


ASSISTANT SECRETARY

STATE OF FLORIDA
COUNTY OF PINELLAS

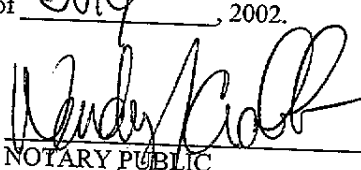
Before me personally appeared Stuart Daw, the President and Barbara Casey, the Assistant Secretary of SOUTHERN HERITAGE COFFEE CO., INC., to me well known and known to me to be the persons described in and who executed the foregoing Articles of Amendment for the purpose therein expressed.

Witness my hand and official seal this 2nd day of July, 2002.

MY COMMISSION EXPIRES: 11/28/03



Wendy J. Crabb
Commission # 00890628
Expires Nov. 28, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

WENDY J CRABB
PRINTED NAME OF NOTARY