



**ATTACHMENT TO ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
DAVE'S GOURMET FRUIT GIFT BASKETS, USA, INC.**

1. That Article FOURTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, with No par value, of which (a) Ten (10) shares shall be designated as Class A Common Stock, with No par value (the "Class A Common Stock") and (b) Nine Hundred Ninety (990) shares shall be designated as Class B Common Stock, with No par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers, directors, and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

2. That Article FIFTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"Pursuant to §7-1.2-613 of Rhode Island General Laws, (1956) as amended, Stockholders shall have no pre-emptive rights."

3. That Article SIXTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, §7-1.2-707(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws, 1956, as amended, §7-1.2-811; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws, 1956, as amended, §7-1.2-807.1)."

4. That upon the effective date and time of the amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis: Each share of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, one hundredth (.01) share of Class A Common Stock and ninety-nine hundredths (.99) shares of Class B Common Stock.

The effect of such amendment shall not reduce the Corporation's stated capital.