J27642

ELLIOTT FRANKLIN, PA 2777 S. CONGRESS AVE LAKE WORTH, FL 33461

ONSECRETARIONE OF CONTRACTOR

*TEL: (561) 642-7008 *FAX (561)642-0332 *EMAIL: EFRANKLIN@FLINET.COM

OCTOBER 22, 2001

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

DEAR SIRS,

ENCLOSED ARE THE ARTICLES OF AMENDMENT FOR RTT, INC. WE WOULD LIKE TO CHANGE THE NAME FROM RTT, INC. TO RTT-BENNY'S ON THE BEACH, INC.

THANK YOU

KAREN RODGERS

N/c



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

(present name)

127642
(Document Number of Corporation (If known)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

#1 Name Change to

RTT-Benny's on the Beach, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	The date of each amendment's adoption: 10 20 0
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
*	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
<u> </u>	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by" (voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature≰	Signed thisday of
	OR
	(By an incorporator if adopted by the incorporators)
	Peter Thanopulous (Typed or printed name)
	V. Pres.