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November 23, 1999

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

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To Whom It May Concern:

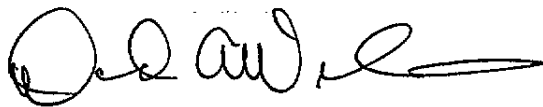
L99-4523

Enclosed please find the Certificate of Amendment of the Articles of Organization of Side Out Pizza, L.C. and check in the amount of \$25.00 to cover your filing fee.

If you have any questions or comments, please do not hesitate to call me at 1-800-305-7823 ext. 200.

Thank you for your attention in this matter

Very truly yours,



David A. Wilson Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT OF ARTICLES OF ORGANIZATION
OF SIDE OUT PIZZA, L.C.

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization of SIDE OUT PIZZA, L.C.

SECOND: The Articles were filed with the Florida Department of State on July 26, 1999.

THIRD: Article V of the Articles, ADMISSION OF ADDITIONAL MEMBERS, previously provided as follows:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the vote of 66% of the members.

FOURTH: Article V of the Articles, ADMISSION OF ADDITIONAL MEMBERS, as amended, provides as follows:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the vote of a majority of the members.

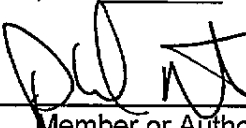
FIFTH: Article VI of the Articles, MEMBERS RIGHTS TO CONTINUE BUSINESS, as amended, previously provided as follows:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company shall be upon the vote of 66% of the surviving or remaining members.

SIXTH: Article VI of the Articles, MEMBERS RIGHTS TO CONTINUE BUSINESS, as amended, provides as follows:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company shall be upon the vote of a majority of the surviving or remaining members.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 17th day of November, 1999.



Member or Authorized Person

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