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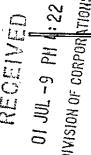
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BASIC AMENDMENT

PASHA'S RESTAURANTS INC.

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is: Pasha's Restaurants Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

The text of Article V is deleted and replaced with the following:

The Corporation shall have the authority to issue 1,000,000 shares of common stock, par value \$.01 per share. In addition, the Corporation shall have the authority to issue 4,000,000 shares of preferred stock, par value \$.01 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on July 9, 2001.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Pasha's Restaurants Inc.			
By: S.T. Samuel as attorney-in-fact		OI JUI SECRE TALLAH	
Name: Nicolas Cortes			1
Title: Vice President / Director	· · · · · · · · · · · · · · · · · · ·	TARY ASSE ASSE	THE PROPERTY.
Date: 7/9/2001			E E
Corporate Creations International Inc. 941 Fourth Street #200		3: 36 STATE LORIDA	i
Miami Beach FL 33139			

(305) 672-0686