

PO2000045734

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October 8, 2002

Secretary of State
Division of Corporations
The Capitol Building
P. O. Box 6327
Tallahassee, FL 32314

200008302632--6
-10/10/02--01023--003
*****43.75 *****43.75

RE: **Articles of Amendment to
Articles of Incorporation of The Breakfast Place, Inc.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of *The Breakfast Place, Inc.* Also enclosed is a check in the amount of \$43.75. Please return a certified copy to me in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



NICKOLAS G. PETERSEN
NGP:lm

Enclosures: a/s

FILED
02 OCT 10 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C:\WP\Corp\Breakfast-Ltr-Secretary of State2

Amend

T BROWN OCT 11 2002

cc
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
THE BREAKFAST PLACE, INC.
(present name)

FILED
02 OCT 10 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P020000445734
(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)*

ARTICLE XII

This corporation shall have four (4) directors. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the directors are as follows:

Samuel Waters
108 Navajo Trace
Crestview, FL 32536

Chong Strang
703 Russell Boulevard
Fort Walton Beach, FL 32547

Sun C. Harlow
847 Overbrook Drive
Fort Walton Beach, FL 32547

Sok Kon Chong
703 Russell Boulevard
Fort Walton Beach, FL 32547

ARTICLE XIV

The names and addresses of the persons signing these Articles of Incorporation are as follows:

Samuel Waters
108 Navajo Trace
Crestview, FL 32536

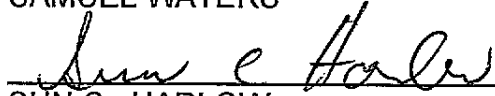
Chong Strang
703 Russell Boulevard
Fort Walton Beach, FL 32547

Sun C. Harlow
847 Overbrook Drive
Fort Walton Beach, FL 32547

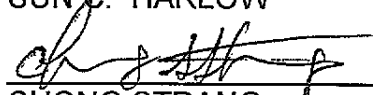
In witness whereof, we have subscribed our names this 11th day of September, 2002.



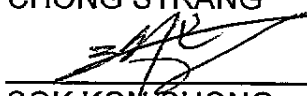
SAMUEL WATERS



SUN C. HARLOW



CHONG STRANG



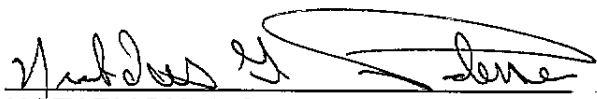
SOK KON CHONG

**STATE OF FLORIDA
COUNTY OF OKALOOSA**

Before me personally appeared **SAMUEL WATERS, SUN C. HARLOW, CHONG STRANG and SOK KON CHONG** to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.



Nickolas G. Petersen
MY COMMISSION # CCB27353 EXPIRES
May 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC
State of Florida

Personally known
 Produced identification
Type of identification produced

ARTICLE XV

The initial officers of the corporation shall be as follows:

President : Samuel Waters
Vice President : Son C. Harlow and
Sok Kon Chong
Secretary and Treasurer : Chong Strang

SECOND: The date of each amendment's adoption: September 11th, 2002.

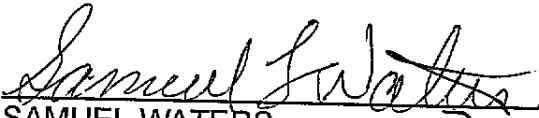
THIRD: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- 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):*

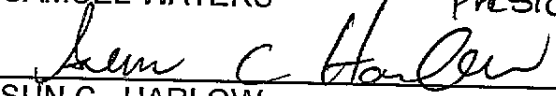
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- 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.

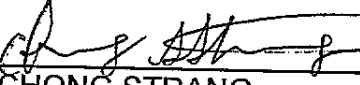
Signed this 11th day of September, 2002.



SAMUEL WATERS President



SUN C. HARLOW



CHONG STRANG



SOK KON CHONG