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*****43.75 *****43.75

May 9, 2000

To Whom It May Concern:

Please note that any correspondence should be mailed at:

Papa Joe's of Winter Park, Inc.
455 Saxon Blvd.
Deltona, Fl. 32725
Telephone # 407-574-5333

Thank You

FILED
00 JUN -6 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/6/00
OK to
add Director
title per Mr.
Grimaldi

Altamonte Springs
1090 Montgomery Rd.
Altamonte Spring, Fl. 32714
(407) 774-4300

Deltona
1382 Howland Boulevard
Deltona, Fl. 32738
(407) 574-4300

NIC
Spayne
Lake Mary
4205 Lake Mary Blvd.
Lake Mary, Fl. 32746
(407) 323-9552

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 JUN -6 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAPA JOE'S OF ORLANDO, INC.

(present name)

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)*

- L. PLEASE CHANGE THE NAME OF THE CORPORATION TO;
PAPA JOE'S OF WINTER PARK, 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: The date of each amendment's adoption: 05/01/00

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.
- 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 9 day of MAY, 2000.

Signature

Richard T. Grimaldi, Pres.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RICHARD T. GRIMALDI
Typed or printed name

PRESIDENT / Director
Title