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September 5, 2000

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

100003425901--9
-10/16/00--01092--009
157.50 *35.00

Re: SJ'S Liquors & Lounge

Dear Sir/Madam:

Enclosed for filing please find: 1) Resignation of Registered Agent, 2) Officer/Director Resignation and 3) Articles of Amendment to Articles of Incorporation of SJ'S Liquors & Lounge, Inc. Also enclosed is a money order in the total amount of \$ 157.50 to cover the filing fees for these three documents.

Should you have any questions or need any additional information in regard to this matter, please contact this office.

Sincerely,



Michael H. Hopkins

MHH/koh

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00 OCT 16 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SJ'S LIQUORS & LOUNGE, 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)*

ARTICLE VI

THE CORPORATION HAS ELECTED TO AMEND ARTICLE VI OF THE ARTICLES OF INCORPORATION BY ADDING ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS. THE NAMES AND ADDRESSES OF THE NEW MEMBERS OF THE BOARD OF DIRECTORS ARE:

KLAUS D. SHARP
16 NEEDLES DRIVE
OCALA, FLORIDA 34482

LUCINDA J. SHARP
16 NEEDLES DRIVE
OCALA, FLORIDA 34482

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: AUGUST 31, 2000

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

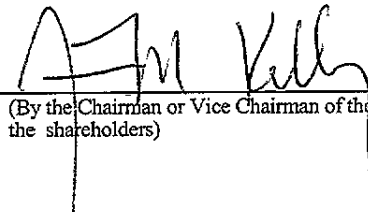
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 26th day of AUGUST, 2000

Signature



(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)

JAMES MICHAEL KELLY

Typed or printed name

DIRECTOR

Title