

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

CHEETAH LOUNGE, INC.

Certificate of Status	0
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Page Count	02
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AMEND
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ARTICLES OF AMENDMENT OF
CHEETAH LOUNGE, INC.

THE UNDERSIGNED, WILLIAM H. BULLARD, being the sole Shareholder and Director of CHEETAH LOUNGE, INC., does hereby certify that the following Amendment to the Articles of Incorporation of CHEETAH LOUNGE, INC. was approved by the Stockholders of said Corporation on the 1st day of December, 2000, at a duly called meeting of the Officers, Directors and Shareholders of the Corporation.

The Articles of Incorporation of CHEETAH LOUNGE, INC. are hereby amended as follows:

1. Article V is hereby deleted in its entirety and the following is inserted in lieu thereof to amend the voting and non-voting classification of shares as follows:

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Class A Common-Non-Voting	9,997	\$1.00
Class B Common-Voting	3	\$1.00

1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class B common shares. Holders of Class A common shares shall not be entitled to vote.

2. Relative Rights and Preferences. The relative rights, privileges, and preferences of the Class A common and the Class B common, except with respect to the voting rights mentioned above, shall be in other respects identical, share for share, whether in connection with the operation, or with the liquidation of the corporation so as to qualify the common stock under Section 1361(c)(4) of the Internal Revenue Code of 1954, as amended, as one class of stock within the meaning of subsection (b)(1)(D) of Section 1361, Internal Revenue Code.

2. All amendments included herein were adopted December 1, 2000 pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as

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 1245 Court Street, Suite 102
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theretofore amended, other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote the 1st day of December, 2000.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 30th day of March, 2001.

CHEETAH LOUNGE, INC.

(SEAL)

By:

WILLIAM H. BULLARD

Its: _____

ATTEST:

[Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

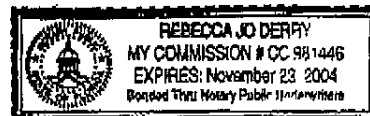
ON THIS 30th day of March, 2001, before me REBECCA JO DERRY (name of notary), the undersigned notary, personally appeared WILLIAM H. BULLARD known to me, or who presented _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires: 11-23-2003

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