

P96000058679

RICHARD S. RACHLIN, PA

SUITE 400
712 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

RICHARD S. RACHLIN*
LAURA E. ARNOFF
*BOARD CERTIFIED
CIVIL TRIAL ATTORNEY

TELEPHONE: (407) 844-3600
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OF COUNSEL:
COHEN, CHERNAY, NORRIS,
WEINBERGER & HARRIS

October 22, 1996

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-10/29/96--01052--010
*****87.50 *****87.50

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amended and Restated Articles of Incorporation
of The BBQ Company
Our File No.: 1970

Gentlemen:

Enclosed please find the original Amended and Restated
Articles of Incorporation of The BBQ Company with our check in the
amount of \$87.50.

Please return a certified copy of the Amended Articles to our
office at your earliest convenience.

Sincerely,


LAURA E. ARNOFF

LEA/ams
Enclosures

SH 3/29

FILED
97 MAR 21 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 1, 1996

Laura E. Amoff
Richard S. Rachlin, P.A.
712 U.S. Highway One, Suite 400
North Palm Beach, FL 33408

SUBJECT: THE BBQ COMPANY
Ref. Number: P96000058679

We have received your document for THE BBQ COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 096A00050339

LAW OFFICES OF
RICHARD S. RACHLIN, P.A.

SUITE 400
712 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

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OF COUNSEL:
COHEN, CHERNAY, NORRIS,
WEINBERGER & HARRIS

March 19, 1997

Stephen Harris, Corporate Specialist
Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amended and Restated Articles of Incorporation
of The BBQ Company
Ref. Number: P96000058679/Letter No.: 096A00050339
Our File No.: 1970

Dear Mr. Harris:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation of **The BBQ Company** with the corrections requested in your letter of November 1, 1996. Your department advised my office that there is a credit of \$87.50 from our check which was previously deposited for the filing and certified copy fee.

Thank you for your assistance. Please return the certified copy of the amended articles to my office.

Sincerely,


LAURA E. ARNOFF

LEA/ams
Enclosures

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BBQ COMPANY

FILED
97 MAR 21 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is THE BBQ COMPANY.

Article II - Principal Address

The principal place of business for the corporation is: 2255
Glades Road, Suite 110-E, Boca Raton, Florida 33431.

Article III - Commencement

This corporation shall commence on the date of execution and
acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting
any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000,000 shares of
no par value, common stock.

Article VI - Registered Office and Agent

The street address of the registered office of this
corporation is 2255 Glades Road, Suite 110-E, Boca Raton, FL 33431

and the name of the registered agent at that address is S. Bruce Wunner.

Article VII - Board of Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Amended and Restated Articles of Incorporation. This corporation shall have three (3) Directors. The names and addresses of the members of the Board of Directors are:

Joseph Visconti	2255 Glades Road - Suite 110-E Boca Raton, Florida 33431
Dale Brisson	2255 Glades Road - Suite 110-E Boca Raton, Florida 33431
S. Bruce Wunner	2255 Glades Road - Suite 110-E Boca Raton, Florida 33431

Article VIII

The name and address of the person signing these articles is: Jay Visconti, 2255 Glades Road, Suite 110-E, Boca Raton, Florida 33431 and that he has been elected as Vice-President of the Corporation.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

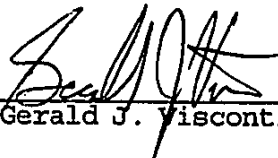
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders if subject to this reservation.

The undersigned has executed these Amended and Restated Articles of Incorporation this 11th day of November, 1996.




Gerald J. Visconti, Vice-President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT THE BBQ COMPANY DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED S.
BRUCE WUNNER LOCATED AT 2255 GLADES ROAD, SUITE 110-E, BOCA RATON,
FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



Gerald J. Visconti
Vice-President

Date: 11-11-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



S. Bruce Wunner, Registered
Agent

Date: 11-11-96

CERTIFICATE OF
AMENDMENTS BY THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF THE BBQ COMPANY


The undersigned, being a Director, Shareholder and the Chairman of The BBQ Company, a Florida corporation, hereby states that consent to the following actions in lieu of a meeting regarding same upon vote, which vote was sufficient for approval, was duly motioned and carried by a majority of the shareholders and directors:

RESOLVED, that the Amended and Restated Articles of Incorporation are adopted and approved on November 11, 1996;

RESOLVED, that the Amended Articles were filed to correct the business address to 2255 Glades Road, Suite 110-E, Boca Raton, Florida 33431;

RESOLVED, that the amount of capital stock was corrected to 10,000,000 due to a scrivener's error.

Dated: November 11, 1996



S. Bruce Wunner, Director
and Shareholder and
Chairman