TO#001#18509<u>224</u>000# P.01/02 FER 03'98 15:55 FR PROSKAUER ROSE 2 561 241 8153 2/03/98 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING CONFIRMATION YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOC TYPE: EFIL17 CORPORATE NAME: THE BBQ COMPANY SUB-ACCOUNT NUMBER: METHOD OF DELIVERY: F FAX PHONE NUMBER: (561)241-7145 MAILING NAME/ADDRESS: PROSKAUER ROSE GOETZ & MENDELSOHN 2255 GLADES ROAD ONE BOCA PLACE STE 340 W BOCA RATON FL 33431-0000 US CERTIFICATE(S) REQUESTED: NO ESTIMATED CHARGES: \$87.50 IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'. 2/03/98 FLORIDA DIVISION OF CORPORATIONS 10:42 PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET (((H98000002244 5))) TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000 FROM: PROSKAUER ROSE GOETZ & MENDELSOHN ACCT#: 074673001063 CONTACT: KATHY RASLER FAX #: (561)241-7145 PHONE: (561)995-4751 NAME: THE BBO COMPANY AUDIT NUMBER...... H98000002244 DOC TYPE..... BASIC AMENDMENT CERT. OF STATUS...O PAGES..... CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE.. \$87.50 🕏 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMEN ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>: \$\$soff EHOUTA OF CARPORATIONS

FEB 03'98 15:55 FR PROSKAUER ROSE 2

H98000002244 5

ARTICLES OF AMENDMENT

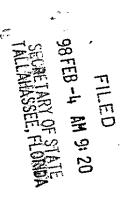
TO

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE BBO COMPANY



Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

Article VII of the Amended and Restated Articles of Incorporation, FIRST: relating to the Board of Directors of the corporation, is hereby amended to read, in its entirety, as follows:

"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 no less than three (3) and no more than nine (9) Directors."

The written amendment effected herein was authorized by the joint SECOND: written consent setting forth the action so taken, of the Board of Directors and of a majority of all of the issued and outstanding shares of the Corporation's common stock on February 3, 1998, pursuant to Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act.

The number of holders of the common stock executing such written THIRD: action was sufficient for approval of the amendment.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penaltics of perjury, this 3rd day of February, 1998.

By:

Name: S. Bruce Wunner

Chairman of the Board and

Chief Executive Officer

Henry E. Lichtenberger, Esq. FL Bar 0938238 2255 Glades Road, Suite 340W Boca Raton, FL 33431 (561) 995-4781

H98000002244 5