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2/03/98

FLORIDA DIVISION OF CORPORATIONS
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YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFILE17
CORPORATE NAME: THE BBQ COMPANY

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (561)241-7145
MAILING NAME/ADDRESS: PROSKAUER ROSE GOETZ & MENDELSON
2255 GLADES ROAD
ONE BOCA PLACE STE 340 W
BOCA RATON FL 33431-0000 US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$87.50

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2/03/98

FLORIDA DIVISION OF CORPORATIONS
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10:42

((H98000002244 5))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: PROSKAUER ROSE GOETZ & MENDELSON ACCT#: 074673001063
CONTACT: KATHY RASLER
PHONE: (561)995-4751 FAX #: (561)241-7145

NAME: THE BBQ COMPANY
AUDIT NUMBER.....H98000002244
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
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*Amendment
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ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BBQ COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FIRST: Article VII of the Amended and Restated Articles of Incorporation, 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."

SECOND: The written amendment effected herein was authorized by the joint 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.

THIRD: The number of holders of the common stock executing such written 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 penalties of perjury, this 3rd day of February, 1998.

By: S. Bruce Wunner
Name: S. Bruce Wunner
Title: 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

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