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October 6, 1999

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

800003011018--5
-10/11/99--01074--017
*****43.75 *****43.75

Re: L & V HARTLEY, INC., Name Change to
AMERICAN PIZZA EXPRESS HARTLEY, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Amendment to Articles of Incorporation for filing. Our check in the amount of \$43.75 is enclosed for the \$35.00 filing fee and \$8.75 for a certified copy.

Please return a certified copy of the amendment to me.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS

Debbie Manning

Debbie Manning
Secretary to Gerald W. Weedon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 11 AM 11:22

dm
Enclosures

Name Change
LFT 10-19-99

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
L & V HARTLEY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

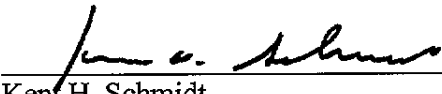
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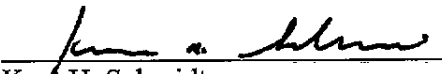
At a duly convened meeting of all shareholders of the corporation held on October 4, 1999, the following amendment to the Articles of Incorporation of L & V HARTLEY, INC. was adopted effective on this date. The Articles of Incorporation shall remain the same in every other respect:

ARTICLE I. NAME

Effective October 5, 1999, the name of the corporation shall be changed to:
AMERICAN PIZZA EXPRESS. HARTLEY, INC.

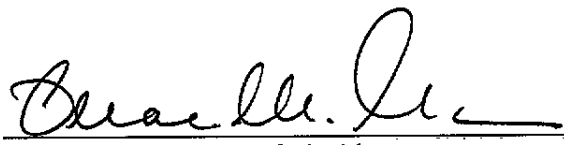
IN WITNESS WHEREOF, the President and Secretary of this corporation have executed these Articles of Amendment, this 4th day of October, 1999.


Kent H. Schmidt
President


Kent H. Schmidt
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of October, 1999, by Kent H. Schmidt, President and Secretary of L & V HARTLEY, INC. on behalf of the corporation. He is personally known to me.


Notary Public, State of Florida

