

P990000068645

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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-10/20/99--01047--019

*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BAYSIDE GRILLE, INC. Amend
 (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait

Photocopy

Certificate of Status

RECEIVED
 99 OCT 20 AM 11:27
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 99 OCT 20 PM 4:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

AR
10/20/99

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAYSIDE GRILLE, INC.**

FILED
99 OCT 20 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE II. The principal business and mailing address of this corporation shall be:

99530 Overseas Highway
Key Largo, Florida 33037

ARTICLE IV. The street address of the registered office and the Registered Agent of this corporation shall be:

DMITRY RAKOVSKY
99530 Overseas Highway
Key Largo, Florida 33037
S/S #120-58-4486

ARTICLE V. The correct name and address of the incorporator shall be:

DMITRY RAKOVSKY, PRESIDENT
99530 Overseas Highway
Key Largo, Florida 33037
S/S #120-58-4486

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 15 of 1999

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

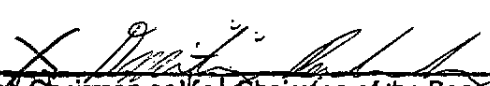
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of October, 1999

Signature


(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DMITRY RAKOVSKY

Typed or printed name

PRESIDENT

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.


SIGNATURE/REGISTERED AGENT

October 15, 1999.

DATE