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FILED
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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

December 20, 1999

Division of Corporations
Florida Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

Delivered by Federal Express

Re: The Staff Restaurant, Inc.

100003077371--6
-12/21/99-01090-019
*****43.75 *****43.75

Dear Sir:

Enclosed please find the original Articles of Amendment to Articles of Incorporation to be **immediately** filed with your office for the above-referenced corporation. Also enclosed please find a check in the amount of \$43.75, tendered as payment of your filing fee and for certifying the enclosed copy of the Articles of Amendment (\$35.00 filing fee, \$8.75 certified copy). Please return the certified copy to our office in the enclosed Federal Express envelope at your earliest convenience. If you need any further information, please do not hesitate to contact our office.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Sheryl McCowen

Sheryl F. McCowen, CLA
Paralegal to
H. Bart Fleet

*Amend
1-6-00
PMS*

/sm
Enclosures
cc: Agnes Bass

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FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE STAFF RESTAURANT, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, The Staff Restaurant, Inc., a Florida profit corporation, adopts the following articles of amendment to its articles of incorporation:

FIRST: The issued stock of the corporation shall be reclassified into two classes, as follows:

- a. One-third of the issued stock shall be reclassified as voting stock, with unlimited voting rights.
- b. Two-thirds of the issued stock shall be reclassified as non-voting stock, with no right to vote.
- c. Except as set forth above, both classes of voting and non-voting stock shall possess all other rights, including, but not limited to, the right to receive the net assets of the corporation upon dissolution.

SECOND: Upon the death of LILLIAN B. HILL, her mental incompetency as determined by the written opinion of two physicians, or her written resignation as manager of Staff's Restaurant, all issued shares of non-voting stock shall convert to voting stock, with all the rights pertaining thereto.

THIRD: This amendment shall be implemented by the re-issuance of stock certificates, with a notation thereon as to whether the shares indicated thereby are voting or non-voting shares, in the proportions set forth above.

This Amendment is approved and adopted this 20 day of December, 1999, by the undersigned, being the sole shareholder of the corporation and, therefore, holder of sufficient number of votes for approval.

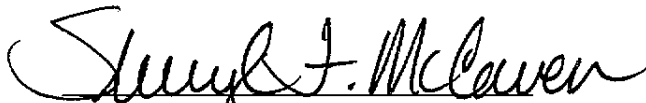


AGNES S. BASS (by her mark)
Sole shareholder/Sole Director

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing Articles of Amendment to Articles of Incorporation of The Staff Restaurant, Inc., was acknowledged before me this 20th day of December, 1999, by AGNES S. BASS, who signed with a mark and who produced voter I.D. as identification.


Notary Public

My Commission Expires:

