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**RODRIGUEZ O'DONNELL ROSS FUERST
GONZALEZ WILLIAMS & ENGLAND, P.C.**

ATTORNEYS & COUNSELORS AT LAW

MIAMI • WASHINGTON • CHICAGO • LOS ANGELES • NEW YORK

Mitchell S. Fuerst

DIRECT TELEPHONE 305-350-5691
mfuerst@rofsgw.com

REPLY TO

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FACSIMILE 212-332-3401

ANDREW C. HALL
OF COUNSEL

July 27, 2005

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bagel & Appetizers Shoppe, Inc., I.D. No.: 418992

Dear Sirs:

Enclosed please find Unanimous Consent of the Board of Directors of Bagel & Appetizers Shoppe, Inc. and Consent of the Sole Shareholder of Bagel & Appetizer Shoppe, Inc. for the appointing of new President and Secretary/Treasurer as well as the fee are submitted for filing.

Please return all correspondence concerning this matter to:

Mitchell S. Fuerst, Esq.
Rodriguez O'Donnell Ross Fuerst
1001 Brickell Bay Drive
Suite 2002
Miami, Florida 33131

For further information concerning this matter, please call:

Mitchell S. Fuerst, Esq.
(305)350-5691

Enclosed is a check for \$43.75 covering Filing Fee and (1) One Certificate of Status.

Very truly yours,

Mitchell S. Fuerst, Esq.

MSF/mgf



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 3, 2005

MITCHELL S. FUERST, ESQ.
RODRIGUEZ O'DONNELL ROSS FUERST
1001 BRICKELL BAY DR., SUITE 2002
MIAMI, FL 33131

SUBJECT: BAGEL & APPETIZERS SHOPPE, INC.
Ref. Number: 418992

We have received your document for BAGEL & APPETIZERS SHOPPE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 905A00050061

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BAGEL & APPETIZERS SHOPPE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, Bagel & Appetizers Shoppe, Inc. adopt the following amendment to its Articles of Incorporation:

Amendment to Article VIII:

Name

Office

Iris Fuerst

President

Manya Delengowski Fuerst

Secretary/Treasurer

Adopted on July 14, 2005.

The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholder was sufficient for approval.

Signature: 

Iris Fuerst, President

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