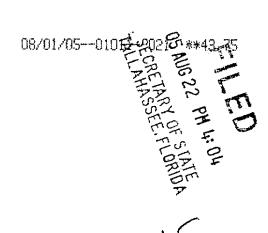
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AMENDERZ

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

ATTORNEYS & COUNSELORS AT LAW

MIAMI + WASHINGTON + CHICAGO + LOS ANGELES + NEW YORK

Mitchell S. Fuerst

REPLY TO

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

1001 BRICKELL BAY DRIVE SUITE TWENTY ZERO TWO MIAMI, FLORIDA 33131 TELEPHONE 305-350-5690 FACSIMILE 305-371-8989 1211 CONNECTION AVE., N.W. Washington, D.C. 20036 Telephone 202-293-3300 FACSIMILE 202-293-3307

> 20 NORTH WACKER DRIVE CHICAGO, 1L 60606 TELEPHONE 312-372-7000 FACSIMILE 312-372-1719

> 5777 W. CENTURY BLVD. LOS ANGELES, CA 90045 TELEPHONE 310-410-4414 FACSIMILE 310-410-1017

45 ROCKEFELLER PLAZA NEW YORK, NY 10111 TELEPHONE 212-332-8136 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 filling.

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

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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.

Letter Number: 905A00050061

Karen Gibson Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

### 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
Manya Delengowski Fuerst
President
Secretary/Treasurer
PRESIDENT
PRESIDEN

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