

560372

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July 21, 1999

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

Re: BK 2801, INC.
Document Number 560372

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-07/21/99--01047--011
*****48.75 *****43.75

Dear Sir or Madam:

Enclosed is the original and two copies of an Amendment to Articles of Incorporation of BK 2801, INC., together with a check in the amount of \$48.75 for the filing fee and a certified copy of the articles as amended.

The certified copy should be sent to:

Sheldon M. London
9301 S.W. 94th Place
Miami, Florida 33176

Sincerely,

Sheldon M London

Sheldon M. London

SML/11
Enc.

NC Amend
2-26-99
#15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**AMENDMENT TO ARTICLES OF INCORPORATION
OF BK 2801, INC.**

The undersigned President and Secretary of BK 2801, Inc., a Florida corporation, certify that on July 12, 1999, the Board of Directors and shareholders of the corporation approved amending Articles One, Two and Three of the Articles of Incorporation to read as follows:

ARTICLE ONE

NAME

The name of this corporation is COCONUT GROVE BURGERS, INC.

ARTICLE TWO

NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida, or any other state.

Notwithstanding anything to the contrary in the preceding paragraph, so long as the corporation is a party to a Burger King Franchise Agreement, the corporation shall not engage in any business activity other than that which is directly related to the ownership and operation of franchised Burger King Restaurants.

ARTICLE THREE

CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue is five thousand (5,000) shares of common capital stock having a par value of one dollar (\$1.00) per share.

As long as the corporation is a party to a Burger King Franchise Agreement, the issuance and transfer of stock of the corporation is restricted. Stock issued to approved Owners may be issued only after authorization by Burger King Corporation in accordance with the terms and conditions outlined in the Franchise Agreement with Burger King Corporation.

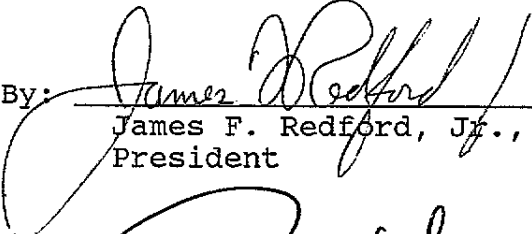
Prepared by: Sheldon M. London, Esq.
Florida Bar No. 112104
9301 SW 94th Place
Miami, Florida 33176
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CLERK OF STATE
TALLAHASSEE, FLORIDA

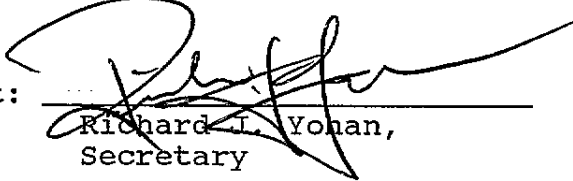
IN WITNESS WHEREOF, the corporation by its President and Secretary have executed this Amendment to Articles of Incorporation this 20 day of July, 1999.

COCONUT GROVE BURGERS, INC.
f/n/a BK 2801, Inc.

By: _____


James F. Redford, Jr.,
President

Attest: _____


Richard L. Yohan,
Secretary