

A01000000095
JAMES A. HARTMAN, P.A.
ATTORNEY AT LAW
A PROFESSIONAL ASSOCIATION

February 5, 2002

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

000004897780--5
-02/11/02--01013--001
*****52.50 *****52.50

Re: I-Drive Burgers, Ltd.

Gentlemen:

Enclosed please find an Amendment of Affidavit and Certificate of Limited Partnership to be filed in the records of the Secretary of State, together with a check for \$52.50 in payment of the filing fees. A duplicate Amendment is enclosed for your use in returning a file-stamped copy of this document to the undersigned.

Thank you for your assistance. If you have any questions, please contact me at (407) 445-7235 x1326.

Sincerely,

Michelle Wolff

Michelle Wolff
Paralegal

/mw
enclosures

FILED
02 FEB - 8 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-95
OR

**AMENDMENT OF
AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF I-DRIVE BURGERS, LTD.**

THE UNDERSIGNED, acting on behalf of **I-DRIVE BURGERS, LTD.** ("Partnership"), a limited partnership organized and existing under the laws of the State of Florida pursuant to that certain Affidavit and Certificate of Limited Partnership filed with the Florida Secretary of State on January 18, 2001 under document number A01000000095, hereby makes, acknowledges and files with the Florida Secretary of State this Amendment to such Affidavit and Certificate of Limited Partnership, as follows:

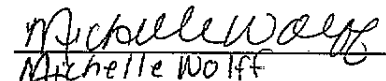
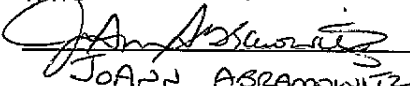
NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER. On December 31, 2001, James A. Hartman assigned and transferred his entire general partnership interest in the Partnership to POTBELLY'S, INC., a corporation organized and existing under the laws of the State of Florida. Therefore, the name and business address of the General Partner is hereby amended as follows:

POTBELLY'S, INC.
9439 Forest City Road
Altamonte Springs, FL 32714

P00-72843

EXECUTED this 5th day of February, 2002.

Signed and sealed in the presence of:


Michelle Wolff

JOANN ABRAMOWITZ
STATE OF FLORIDA
COUNTY OF SEMINOLE


James A. Hartman

FILED
02 FEB - 8 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared JAMES A. HARTMAN. He is personally known to me to be the person who executed the foregoing Amendment to Affidavit and Certificate of Limited Partnership and who acknowledged before me that he executed such Amendment for the purpose therein on behalf of the Partnership.

In witness whereof, I have hereunto set my hand and seal this 5th day of February, 2002.



JoAnn Abramowitz
My Commission CC912058
Expires May 28, 2004


Notary Public, State of Florida

Print name: JOANN ABRAMOWITZ
Commission #: CC912058
My commission expires: 5/28/04