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International Franchise Group, Inc.

11 Second Ave., N.E., 15th Floor, Box 10005, St. Petersburg, FL 33708-0005 (813) 805-8244

June 8, 1993

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Ms. Velma Shepard
Division of Corporations
Florida Department of State
Post Office Box 9327
Tallahassee, FL 32314

Dear Ms. Shepard:

Enclosed please find the original and one originally signed copy of Articles of Amendment to Articles of Incorporation of International Franchise Group, Inc.

Also enclosed is our check for \$87.50 to cover the costs of filing/recording said Articles of Amendment, and obtaining a certified copy thereof.

Please return to us the requested certified copy, along with your usual Certificate of Filing signed by the Secretary of State.

Thank you for your assistance in this matter.

Sincerely,



Joan F. Sharpe
Assistant Vice President/
Administration

/js

Enclosures

FILED
93 JUN 22 11:10:14
FBI - ST. PETERSBURG



Amend

6-22-93

JB

AMENDMENT OF ARTICLES
OF INCORPORATION
INTERNATIONAL FRANCHISE GROUP, INC.
ST. PETERSBURG, FLORIDA

FILED
93 JUN 22 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of International Franchise Group, Inc., St. Petersburg, Florida, do hereby certify that the Board of Directors of said Corporation approved and proposed to the Shareholders thereof, Amendment of Article III of the Articles of Incorporation of said Corporation as set out herein, and that thereafter on the 1st day of June, A.D. 1993, at the Annual Meeting of the Shareholders called and held in compliance with Section 607.0141, Florida Statutes, and with the Articles of Incorporation and By-Laws of said Corporation, at the offices of the said Corporation in St. Petersburg, Florida, at which meeting the holders of a majority of the outstanding common stock of the corporation were present, the said Shareholders passed a resolution amending Article III of the Articles of Incorporation so that in lieu of its present language, it shall read:

ARTICLE III

The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any time is 4,000,000 shares of \$.01 (one cent) Par Value Common Stock. No fractional shares may be issued. All stock when issued shall be fully paid and non-assessible. Shares of Common Stock shall have no preemptive rights.

The maximum number of shares of 10% Non-Cumulative, Convertible Preferred Stock (hereinafter referred to as "Preferred Stock") that this Corporation is authorized to have outstanding at any time is 5,000 shares of the Par Value of One Hundred Dollars (\$100) each. No fractional shares shall be issued. All Preferred Stock when issued shall be fully paid and non-assessible. Shares of Preferred Stock shall have no preemptive rights.

The maximum number of shares of 10% Non-Cumulative, Non-Convertible Preferred Stock (hereinafter referred to as "Preferred Stock B") that this Corporation is authorized to have outstanding at any time is 25,000 shares of the Par Value of One Hundred Dollars (\$100) each. All stock when issued shall be fully paid and non-assessible. Shares of Preferred Stock B shall have no preemptive rights.

The maximum number of shares of 15% Non-Convertible, Cumulative Preferred Stock (hereinafter referred to as "Preferred Stock C") that this Corporation is authorized to have outstanding at any time is 25,000 shares of the Par Value of One Hundred Dollars (\$100) each. All stock when issued shall be fully paid and non-assessible. Shares of Preferred Stock C shall have no preemptive rights.

AMENDMENT
ARTICLES OF INCORPORATION
INTERNATIONAL FRANCHISE GROUP, INC.
JUNE 1, 1993
PAGE 2

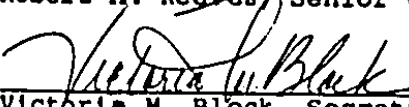
The holders of shares of Common Stock and Preferred Stock and Preferred Stock B and C of the Corporation shall not, as such, be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash or otherwise.

The Board of Directors proposed the Amendment and said Amendment was approved and adopted by the Shareholders on June 1, 1993. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of June, 1993.

INTERNATIONAL FRANCHISE GROUP, INC.


Robert H. Reeves, Senior Vice President


Victoria M. Block, Secretary