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May 8, 2002

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/03/02--01067--001
*****35.00 *****35.00

Re: *Rotpunkt Kitchen, Inc.*

Dear Sir or Madam:

Enclosed for filing please find the following:

- (1) Original and two copies of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (the "Application");
- (2) Original and one copy of the Certificate of Name Change Amendment filed in Georgia; and
- (3) A check, in the amount of \$35.00, payable to the Florida Department of State, for filing fees.

I would appreciate it if you would file-stamp the acknowledgment copy of the Application and return it to me in the enclosed postage-paid envelope. If you have any questions regarding this filing, please feel free to contact me at (404) 815-3777. Thank you for your assistance in this matter.

Sincerely,

Priscilla Forbes
Paralegal

Enclosures

cc: Simone von Werden Kraus, Esq.

FILED
02 MAY -9 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORP/880314.1

Ps 5/15/02 uc

ORIGINAL

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Rotpunkt Kitchen Management, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. April 15, 1999
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 29, 2002

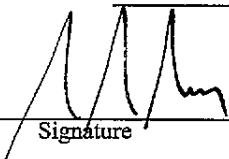
5. Rotpunkt Kitchen, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

5/8/02
Date

Hans-Michael Kraus
Typed or printed name

Secretary
Title

FILED
02 MAY -9 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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PRINT DATE : 05/03/2002
FORM NUMBER : 611

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CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ROTPUNKT KITCHEN MANAGEMENT, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

ROTPUNKT KITCHEN, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

COPY

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ROTPUNKT KITCHEN MANAGEMENT, INC.

ARTICLE I.

The name of the Corporation is Rotpunkt Kitchen Management, Inc.

ARTICLE II.

The Articles of Incorporation of the Corporation shall be amended by deleting Article I thereof in its entirety and substituting the following in lieu of Article I:

"I.

The name of the Corporation is Rotpunkt Kitchen, Inc."

ARTICLE III.

The amendment set forth in Article II of these Articles of Amendment was adopted on April 23, 2002.

ARTICLE IV.

The amendment was adopted by action of the Corporation's Board of Directors and Shareholder approval was not required in order to adopt the amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by Hans-Michael Kraus, Secretary of the Corporation, on this 23rd day of April, 2002.

ROTPUNKT KITCHEN MANAGEMENT, INC.

By: 

Hans-Michael Kraus, Secretary

CORPORATIONS DIVISION

2002 APR 29 P 4: 14

SECRETARY OF STATE