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ROBIN LYNN HOYLE
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May 27, 1998

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-06/02/98--01099--006
*****35.00 *****35.00

Re: Smith Mingus & Associates, Inc.

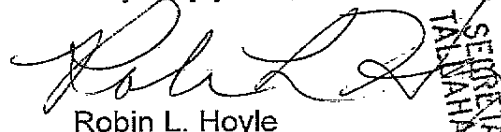
To Whom It May Concern:

Enclosed for filing is a Waiver of Notice of Special Meeting of Shareholders of Smith Mingus & Associates, Inc. and the original Articles of Amendment to Articles of Incorporation of Smith Mingus & Associates, Inc. changing the corporate name to The Park Avenue Grill Corporation.

Please note that Smith Mingus & Associates, Inc., n/k/a The Park Avenue Grill Corporation has a fictitious name of the Park Avenue Grill. Therefore, please update your records accordingly.

Enclosed is the fee of \$35.00 for filing the Articles of Amendment. If you have any questions or require further assistance, please do not hesitate to call.

Very truly yours,


Robin L. Hoyle

RLH/rcb
Encls.

cc: Francisco and Andrea Iudice

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FILED
98 JUN -2 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
6-10

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF SMITH MINGUS & ASSOCIATES, INC.**

FILED
98 JUN -2 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Section 607.1001, et seq. Florida Statutes (1997), does hereby file these Articles of Amendment changing the name of the corporation and says the following:

1. The name of this corporation is Smith, Mingus & Associates, Inc.
2. That Article I of the Articles of Incorporation of Smith, Mingus & Associates, Inc. originally filed with the Department of Corporations on December 15, 1987 is hereby replaced and further amended as follows:

ARTICLE I

The name of this corporation shall be: THE PARK AVENUE GRILL CORPORATION.

This amendment to the Articles of Incorporation shall become effective on May 27, 1998.

This amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and unanimously approved by the Shareholders on May 27, 1998.

IN WITNESS WHEREOF, the undersigned President and Shareholders of this corporation shall have executed this Articles of Amendment on this 27 day of May, 1998.

THE PARK AVENUE GRILL CORPORATION

By:

Francisco Iudice
Francisco Iudice
President and Shareholder

By:

Andrea Iudice
Andrea Iudice
Shareholder

STATE OF FLORIDA

N/A
COUNTY OF _____

THE FOREGOING instrument was sworn to and subscribed before me this _____ day of May, 1998, by FRANCISCO IUDICE, who is personally known to me or who produced identification _____, and who did take an oath.

NOTARY PUBLIC

STATE OF FLORIDA

N/A
COUNTY OF _____

THE FOREGOING instrument was sworn to and subscribed before me this _____ day of May, 1998, by ANDREA IUDICE, who is personally known to me or who produced identification _____, and who did take an oath.

NOTARY PUBLIC

WAIVER OF NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS

OF

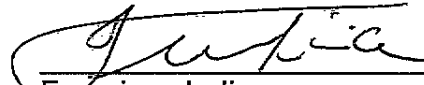
SMITH MINGUS & ASSOCIATES, INC.

We, the undersigned, being all of the shareholders of SMITH MINGUS & ASSOCIATES, INC. severally waive notice and call of the time, place and purposes of a special meeting of the shareholders of the said corporation, and do hereby consent that the time and place for holding said meeting shall be 12:00 o'clock in the fore/after noon on the 27 day of May, 1998 at 28 East Washington Street, Orlando, Florida 32801, and do hereby further consent to the transaction of the following business:


1. Approval of the Articles of Amendment to Articles of Incorporation of SMITH MINGUS & ASSOCIATES, INC. to change the name of the corporation to THE PARK AVENUE GRILL CORPORATION.

Dated this 27 day of May, 1998.

By:


Francisco Iudice
President and Shareholder

By:


Andrea Iudice
Shareholder