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BASIC AMENDMENT

DJ ENTERPRISES OF PANAMA CITY, INC.

Certificate of Status	0
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Amendment
9-28-98
DC

Fax Audit No. H98000017893

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
DJ ENTERPRISES OF PANAMA CITY, INC.

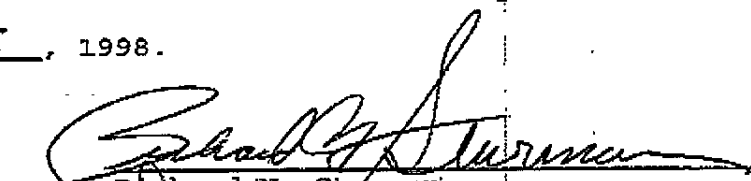
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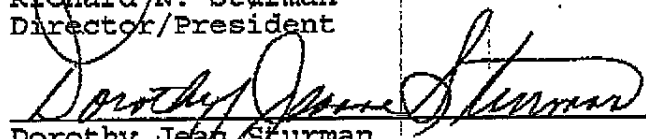
Pursuant to the provisions of FSA § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

- I. The name of the corporation is: DJ Enterprises of Panama City, Inc.
 - II. The text of each amendment as adopted is as follows:

The Articles of Incorporation, Article II, is hereby amended to read as follows:

"The corporation may engage in the running and operating of one or more Taco Bell franchise restaurants, one or more Pizza Hut Express franchise restaurants, one or more TCBY franchises, to conduct business transactions directly related to such operation and ownership, and may engage in every lawful business or activity permitted under the laws of the State of Florida, any other state of the United States of America and of the United States of America."
 - III. The date of adoption of each amendment was: July 1, 1998.
 - IV. Each amendment was adopted by: The board of directors. Shareholder action was not required.
 - V. These amendments will be effective on July 1, 1998.
- Date: September 25, 1998.


Richard N. Sturman
Director/President


Dorothy Jean Sturman
Director/Secretary

THIS INSTRUMENT PREPARED BY:
J. Robert Hughes
Fla. Bar No. 0111806
BARRON, REDDING, HUGHES, FITE,
BASSETT, FENSOM & SANBORN, P.A.
220 McKenzie Avenue
Panama City, FL 32401
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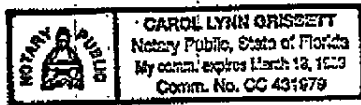
Fax Audit No. H98000017893

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 25th day of September, 1998, by Richard N. Sturman, as Director/President of DJ Enterprises of Panama City, Inc., a Florida corporation, on behalf of the corporation, who: (notary must check applicable box)

- are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)



Carol Lynn Grissett

(Print Name)

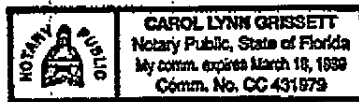
Notary Public
Commission # CC 431979
My Commission Expires: 3/18/99

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 25th day of September, 1998, by Dorothy Jean Sturman, as Director/Secretary of DJ Enterprises of Panama City, Inc., a Florida corporation, on behalf of the corporation, who: (notary must check applicable box)

- are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)



Carol Lynn Grissett

(Print Name)

Notary Public
Commission # CC 431979
My Commission Expires: 3/18/99