



Hungry Howie's
Pizza & Subs

LO1000001962

4/29
April 23, 2002

Florida Department of Revenue
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

LO1-1962

amend / address
MJH
mngmt

RE: Cottage Hill Pizza, LLC

100005367601--0
-04/29/02--01053--008
*****25.00 *****25.00

To Whom It May Concern:

Please find enclosed the Articles of Amendment to Articles of Organization of Cottage Hill Pizza, LLC. If there are questions, please call at 813-684-0622x304 or by mail 1326 E. Lumsden Road, Brandon, FL 33511. If I'm not available please call Perla at 813-684-0622x302

Sincerely,

Talal Kazbour

FILED
02 APR 29 PM 5:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF

COTTAGE HILL PIZZA, LLC
(A Florida Limited Liability Company)

FILED
02 APR 29 PM 5:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COTTAGE HILL PIZZA, LLC ("the Company") desires to amend its Articles of Organization, and pursuant to Florida Statute 608.411, submits the following:

FIRST: The date of filing of the Articles of Organization was February 5, 2001, effective January 30, 2001.

SECOND: The amendments to the Articles of Organization hereinafter set forth were adopted by the Company.

1. ARTICLE III of the Articles of Organization shall be replaced in its entirety by the following ARTICLE III:

ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall be as follows:

MAILING ADDRESS

1326 E. Lumsden Road
Brandon, FL 33511

STREET ADDRESS

6053-B Cottage Hill Road
Mobile, AL 36609

2. ARTICLE V of the Articles of Organization shall be replaced in its entirety by the following ARTICLE V:

ARTICLE V - Management

The Company shall be managed by a manager, and the name and address of the manager is:

Talal A. Kazbour
1326 E. Lumsden Road
Brandon, FL 33511

3. ARTICLE VI of the Articles of Organization shall be replaced in its entirety by the following ARTICLE VI:

ARTICLE VI - Members

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

4. ARTICLE VII of the Articles of Organization shall be replaced in its entirety by the following ARTICLE VII:

ARTICLE VII - Admission of Additional Members

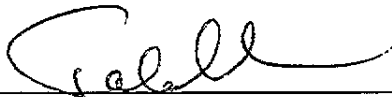
The members may admit additional members. As of January 1, 2002, an additional member may be admitted pursuant to the written consent of a majority in interest of the members in existence prior to the admission of any such additional member. For the foregoing purpose, a majority-in-interest of the members shall constitute any combination of the members that own more than 50% of the ownership interests in the Company.

5. ARTICLE VIII of the Articles of Organization shall be replaced in its entirety by the following ARTICLE VIII:

ARTICLE VIII - Ownership

The ownership interests of the members of the Company shall be in accordance with the membership or ownership certificates issued by the Company.

IN WITNESS WHEREOF, the undersigned representative hereby acknowledges that the execution of these Articles of Amendment constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Talal A. Kazbour, Manager

Date:

4-11-02