

L96089

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

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99 JAN -7 AM 8:41
TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Miami Subs Corporation 000002732790--7
(Corporation Name) (Document #) -01/07/99--01013--005
Amend *****43.75 *****43.75
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-in

☒ Pick up time 2:00

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☐ Will wait

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NEW FILINGS	
<input type="checkbox"/>	Print
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

File Articles of
~~Amend~~ Amendment
to the Articles of
Incorporation

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Need Today
if Possible
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1/7/99

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MIAMI SUBS CORPORATION**

99 JAN -7 AM 8:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI SUBS CORPORATION, a Florida corporation (the "Corporation"), in accordance with the provisions of Sections 607.1002 and 607.10025 of the Florida Business Corporation Act (the "FBCA"), hereby amends its Articles of Incorporation as set forth below and certifies as follows:

1. The name of the corporation is MIAMI SUBS CORPORATION.
2. Effective as of 5:00 p.m., Eastern time, on the date of the filing of this Amendment to the Corporation's Articles of Incorporation, the first paragraph of Article III of the Corporations's Articles of Incorporation is hereby amended in its entirety to read as follows:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 15,000,000, of which 2,500,000 shall be Preferred Stock (hereinafter called the "Preferred Stock"), having \$.01 par value per share, and 12,500,000 shares shall be Common Stock (hereinafter called the "Common Stock"), having \$.01 par value per share.

3. Article III of the Corporation's Articles of Incorporation, is hereby amended to include a new Paragraph 3.5 to read as follows:

3.5 As of 5:00 p.m., Eastern time, on the date of the filing of this Amendment to the Corporation's Articles of Incorporation, each share of Common Stock, and any fraction thereof, issued and outstanding at such time shall be automatically converted, without any action on the part of the holder thereof, into one-fourth (1/4th) of one share of Common Stock.

4. This amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of Common Stock. The Corporation does not have shares of any other class or series outstanding.

5. This amendment to the Articles of Incorporation does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

6. The foregoing amendments were adopted by unanimous written consent of the Board of Directors dated December 29, 1998 and no shareholder approval is required.

7. All paragraphs and articles of the Corporation's Articles of Incorporation remain unchanged except as set forth in Paragraphs 2 and 3 of these Articles of Amendment.

Signed as of the 6 day of January, 1999

MIAMI SUBS CORPORATION

By: 

DONALD L. BERLYN, President and Director

Attest:

By: 

ASST. Secretary

Jerry W. Woda