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BASIC AMENDMENT

MONTY'S IN THE GROVE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND
RC 12/31

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AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MONTY'S IN THE GROVE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, STEPHEN J. KNEAPLER, President of MONTY'S IN THE GROVE, INC., a Florida corporation, (the "Corporation") does hereby certify that at a Joint Meeting of the Board of Directors and Shareholders of the Corporation held on December 31, 1997, duly held in accordance with Florida Statutes and the Articles of Incorporation and By-Laws of the Corporation, at which a quorum was present and acted throughout, the following resolution was duly adopted:

ARTICLE IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV

This corporation is authorized to issue Two Thousand Shares (2,000) at ONE DOLLAR (\$1.00) Par Value Common Stock, which shall be designated "Common Shares. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment.

2) The foregoing Amendment was unanimously adopted by the Shareholders and Directors of this Corporation on the 31st day of December, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 31st day of December, 1997.

MONTY'S IN THE GROVE, INC.

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133
(305) 285-8000

BY: STEPHEN J. KNEAPLER, President

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