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To:

Division of Corporations

Fax Number : (850)922-4000

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

: (305)541-3694

Fax Number : (305)541-3770

BASIC AMENDMENT

BETSY ROSS LOUNGE & RESTAURANT CORP.

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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF

BETSY ROSS LOUNGE & RESTAURANT CORP.

Pursuant to the provisions of section 607.100 Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

- LUIS F. VILLALBA was elected President and Director and his address is: 497 Oak Tree Square, Athens, Georgia 30606.
- 2. OTTEN RODRIGUEZ was elected Vice-President, Treasurer and Director and his address is: 1717 N. Bayshore Drive, Unit 1131, Miami, FL 33132.
- 3. ANGEL F. CONDOM was elected Secretary and Director and his address is: 3400 N.E. 192 Street, Miami, FL

SECOND: The date of each amendment's adoption: July 25,2000.

THIRD: Adoption of Amendment(s) (check one)

- X The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)

The number of votes cast for the amendment(s) was/were sufficient for approval by ______ (voting group)

Signed this day of July, 2000.

This Instrument Prepared By: Nancy Terminello, Esq.

TERMINELLO & TRRMINELLO, P.A.

2700 S.W. 37th Avenue

Miami, FL 33133

Tel: (305) 444-5002

FBN: 897744

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Articles of Amendment to BETSY ROSS LOUNGE & RESTAURANT CORP. Page -2-

BETSY ROSS LOUNCE & RESTAURANT CORP.

Corporation Name

Ву

Angel F. Gondom, Director and Secretary (Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

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