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June 8, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Articles of Amendment - WALKER'S RIBS, INC.

Dear Sirs:

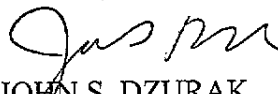
Please find enclosed an original and one copy of Articles of Amendment for WALKER'S RIBS, INC.

Also enclosed is my check in the amount of \$35.00, for filing fee.

We do not wish to receive a certified copy of the Articles of Amendment, only proof of filing and document number. Please return the proof of filing to our office in the enclosed, stamped envelope.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK

JSD:lm
enclosures
xc: Walker's Ribs, Inc.

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01 JUN 14 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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598 Amended
6-14-01

ARTICLES OF AMENDMENT
OF WALKER'S RIBS, INC.

WHEREAS, WALKER'S RIBS, INC., a Florida corporation, was incorporated under the laws of the State of Florida on June 5, 2000 (document number P00000056590); and

WHEREAS, Article III of the Articles of Incorporation of **WALKER'S RIBS, INC.,** states that said Corporation is authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; and

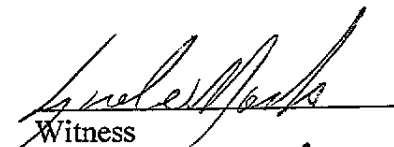
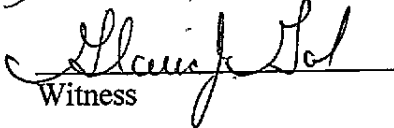
WHEREAS, on June 7, 2001, at a Special Meeting of the Shareholders and Directors of **WALKER'S RIBS, INC.,** a Florida corporation, an Amendment to the Articles of Incorporation was adopted by the shareholders and directors, for the purpose of increasing the number of authorized shares of stock from one hundred (100) shares to one thousand (1,000) shares.

NOW, THEREFORE, as evidenced by the Minutes of Special Meeting of the Board of Directors stated below, Article III of the Articles of Incorporation of **WALKER'S RIBS, INC.** is hereby amended to read as follows:


III.

Said Corporation is hereby authorized to have outstanding at any time, a maximum of one thousand (1,000) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IN WITNESS THEREOF, the parties have set their hands and seals at Punta Gorda, Florida this 7th day of June, 2001.


Witness

Witness

WALKER'S RIBS, INC.,


DANIEL F. WALKER, President,
Director, and Shareholder


DAVID A. NETZEL, Secretary,
Director, and Shareholder

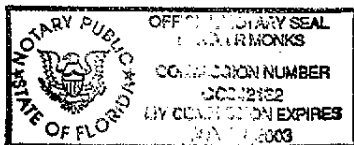
STATE OF FLORIDA
COUNTY OF CHARLOTTE

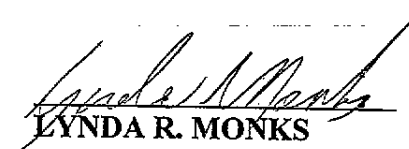
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this date before me, an officer duly qualified to take acknowledgments, personally appeared **DANIEL F. WALKER and DAVID A. NETZEL**, to me known to be the persons described in and who executed the foregoing Articles of Amendment of **WALKER'S RIBS, INC.**, and who each acknowledged before me that he executed the same; and that each is personally known to me, and that each did take an oath.

WITNESS MY HAND and official seal in the County and State last aforesaid this 12 day of June, 2001.

My commission expires:




LYNDA R. MONKS
Notary Public
State of Florida at Large

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF WALKER'S RIBS, INC.

The undersigned, **DANIEL F. WALKER** and **DAVID A. NETZEL**, being the sole directors and sole shareholders of **WALKER'S RIBS, INC.**, a Florida corporation, does hereby waive notice and call of the Special Meeting of the Board of Directors to be held at the law office of JOHN S. DZURAK, ESQUIRE, 306 East Olympia Avenue, Punta Gorda, Florida, 33950, on June 7, 2001, at 10:00 a.m., for the purpose of considering amending the Articles of Incorporation for the purpose of increasing the number of authorized shares of stock from one hundred (100) shares to one thousand (1,000) shares.

The undersigned, **DANIEL F. WALKER** and **DAVID A. NETZEL**, being the sole directors and the sole shareholders of **WALKER'S RIBS, INC.**, a Florida corporation, met at the law office of JOHN S. DZURAK, ESQUIRE, 306 East Olympia Avenue, Punta Gorda, Florida, 33950, on June 7, 2001 at 10:00 a.m. pursuant to the waiver of notice and call.

Upon the motion duly made, seconded and carried, it was unanimously resolved by the Board of Directors to file Articles of Amendment with the Florida Department of State for the purpose of Amending Article III of the Articles of Incorporation as stated above, for the purpose of increasing the number of authorized shares of stock from one hundred (100) shares to one thousand (1,000) shares.

WALKER'S RIBS, INC., a Florida
corporation


DANIEL F. WALKER, President,
Director, Shareholder



DAVID A. NETZEL, Secretary,
Director, Shareholder

CERTIFICATE OF APPROVAL
by SHAREHOLDERS

DANIEL F. WALKER and DAVID A. NETZEL, being the sole Shareholders of **WALKER'S RIBS, INC.**, a Florida corporation, hereby approves the above Articles of Amendment for the purpose of amending Article III of the Articles of Incorporation of **WALKER'S RIBS, INC.**, in order to increase the number of authorized shares of stock from one hundred (100) shares to one thousand (1,000) shares. The undersigned, **DANIEL F. WALKER and DAVID A. NETZEL**, certify that they are the sole Shareholders of **WALKER'S RIBS, INC.**, a Florida corporation; and, therefore, the said **DANIEL F. WALKER and DAVID A. NETZEL** constitute the sole voting group entitled to vote on the Amendment; and, therefore, said vote being unanimous, the number of votes cast for the Amendment by the sole voting group is sufficient for approval by that voting group.

DATED: June 7, 2001.


DANIEL F. WALKER, Shareholder



DAVID A. NETZEL, Shareholder

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I **HEREBY CERTIFY** that on this date before me, an officer duly qualified to take acknowledgments, personally appeared **DANIEL F. WALKER, and DAVID A. NETZEL**, to me known to be the persons described in and who executed the foregoing Minutes of Special Meeting of Board of Directors, and Certificate of Approval by Shareholders, and Articles of Amendment, of **WALKER'S RIBS, INC.**, and they acknowledged before me that they executed the same; and they are personally known to me, and that they did/did not take an oath.

WITNESS MY HAND and official seal in the County and State last aforesaid this 12 day of June, 2001.

My commission expires:


LYNDA R. MONKS,
Notary Public
State of Florida at Large

