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REPLY TO: MIAMI

August 11, 2000

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: ROSES'S DELI, INC.

200003359252--6
-08/16/00--01044--012
*****35.00 *****35.00

Dear Sir/ Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of the same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed, for your convenience.

If you have any questions, please feel free to contact this office.

Very Truly Yours,

ROTH, ROUSSO & BENJAMIN, P.A.

Leon A. Roth

LEONARDO A. ROTH, ESQ.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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amend*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROSE'S DELI, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST: The following shall be REMOVED as the Registered Agent and Director of the aforementioned corporation:

Raymond Szulklaper
7809 W. Commercial Blvd.
Tamarac, FL 33351

SECOND: The following shall be the Director, President and Treasurer of the aforementioned corporation:

Raul Kogan
18146 N. Collins Avenue
Sunny Isles, FL 33160

THIRD: The following shall be the Director, Vice President, and Secretary of the aforementioned Corporation:

Flora Eva Szulklaper de Kogan
18146 N. Collins Avenue
Sunny Isles, FL 33160

FOURTH: The following shall be the new principal address for the aforementioned corporation:

18146 N. Collins Avneue
Sunny Isles, FL 33160

FIFTH: The registered agent of the aforementioned corporation shall be:

Leonardo A. Roth, Esq.
c/o Roth, Rousso & Benjamin, P.A.
Ph2, 9350 S. Dixie Hwy.
Miami, FL 33156

Prepared By:
Leonardo A. Roth, Esq.
9350 S. Dixie Hwy., Ph2
Miami, FL 33156
Tel: (305) 670-9924
Fl. Bar No.: 747793

FILED
00 AUG 16 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

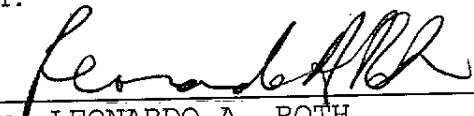
- SIXTH: The date of the Amendment's adoption was August 2, 2000.
- SEVENTH: The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this August 2, 2000.

Rose's Deli, Inc.:


Raymond Szulklaper - DIRECTOR

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.


By: LEONARDO A. ROTH
Registered Agent