HARRY M. ROSEN

Board Certified Civil Trial Lawyer

EDWARD PAUL KREILING

PAUL D. EICHNER

July 24, 2001

8**0000449985**8--3 -07/26/01--01048--007 *****35.00 ******35.00

Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: PAPA JOE'S PASTA & PIZZA, INC.

Dear Sir:

I enclose a check in the amount of \$35.00 and Articles of Amendment for the above corporation. Please file these articles and forward confirmation to my office in the envelope provided.

Very truly yours,

EDWARD PAUL KREILING
gave authoristion

EPK:lm

Enc.

1/30 Amand

WESTON CORPORATE CENTRE - 2500 WESTON ROAD - SUITE 220 - WESTON, FLORIDA 33331

PHONE: (954) 384-1851 - FAX: (954) 384-7909 - E MAIL: hr@rkena.com

ARTICLES OF AMENDMENT OF PAPA JOE'S PASTA & PIZZA, INC.

ARTICLE VI be, and the same is amended to change the name of the officer and director to: GUISEPPE BILLISI

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Board of Directors on July 20, 2001, and approved unanimously by the shareholders on July 20, 2001.

The number of votes cast for the amendment was sufficient for approval.

PAPA JOE'S PASTA & PIZZA FILO

By: <u>Juseppe Billisi, President</u>

STATE OF FLORIDA

: SS

COUNTY OF BROWARD:

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Guiseppe Billisi, to me well known to be the person described in and who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me

that he subscribed to this Amendment to the Articles of Incorporation.

WITNESS my hand and official seal in the County and State

My Commission Expires:

Edward Paul Kreiling
Commission # CC 741388
Expires May 16, 2002
SONDED THRU
ATLANTIC BONDING CO., INC.