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01 APR 26 PM 12:30
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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

CAFE ROYALE, INC.

Certificate of Status	1
Certified Copy	0
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AMEND
KRB
4-26
4/26/01

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAFÉ ROYALE, INC.**

FILED
01 APR 26 PM 12:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation, specifically, ARTICLE 1-CAPITAL STOCK, which is amended as follows:

ARTICLE 1V-CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time shall be 65,000,000 shares which are divided into three (3) classes as follows:

- (i) 50,000,000 shares of Class A voting common stock, par value \$.001 per share. The Class A voting common stock shall have one (1) vote per share; and
- (ii) 10,000,000 shares of Class B voting common stock, par value \$.001 per share. The Class B voting common stock shall have ten (10) votes per share;

All shares of common stock, Class A voting common stock and Class B voting common stock, shall be issued fully paid and exempt from assessment and shall be payable in lawful money of the United States, on any property, labor or services a just valuation to be fixed by the Board of

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FROM : J.D. CHENKIN, ESQ.

PHONE NO. : 9544762382

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Directors of the Corporation; and

- (iii) 5,000,000 shares of preferred stock, par value \$.001 per share. The preferred stock may be created and issued, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The date of adoption of this Amendment to Articles of Incorporation of CAFÉ ROYALE, INC. is the 26th day of April, 2001.

This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 26th day of April, 2001.


NICOLAS LE MARESQUIER, President

This Amendment to the Articles of Incorporation of CAFÉ ROYALE, INC. was approved by the shareholders and the number of votes cast for the Amendment was sufficient for approval.

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