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BILZIN, SUMBERG, ET. AL

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BASIC AMENDMENT

FUNNY BAGEL FOOD COMPANY, INC.

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DECEMBER 3, 2002

FUNNY BAGEL FOOD COMPANY, INC.
12000 BISCAYNE BOULEVARD
SUITE 104
NORTH MIAMI, FL 33181

SUBJECT: FUNNY BAGEL FOOD COMPANY, INC.
REF: P01000022825

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**THIRD ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FUNNY BAGEL FOOD COMPANY, INC.**

The undersigned, Alexander M. Salgado, being the Chief Executive Officer of Funny Bagel Food Company, Inc., a Florida corporation (the "Corporation"), incorporated on March 1, 2001 under Document No. P01000022825, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that Article IV of the Articles of Incorporation of the Corporation, as amended, is hereby amended in its entirety to read as follows:

**"ARTICLE IV
CAPITAL STOCK**

The Corporation shall have the authority to issue 100,000,000 shares of common stock, par value \$.0001 per share."

Such amendment of the Articles of Incorporation of the Corporation has been duly approved, authorized and directed by the Board of Directors of the Corporation by Unanimous Written Consent of Board of Directors in Lieu of Special Meeting Thereof dated as of December 2, 2002 and by the shareholders of the Corporation by Written Consent of Shareholders dated as of December 2, 2002. The number of votes cast for the amendment was sufficient for approval. All other provisions of the Articles of Incorporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in his capacity as aforesated as of the 2 of December, 2002, on behalf of the Corporation.


Alexander M. Salgado
Chief Executive Officer

This instrument prepared by:
Manaloe Zurupkar, Esquire
Florida Bar No. 0166162
BILZIN SUMBERG BAENA PRICE & AXELROD LLP
200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131-5340
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