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October 17, 2002

Florida Division of Corporations
Attn: Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation
Villa Sorrento Italian Restaurants, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of an amendment to the Articles certificate of incorporation for filing by your Department. Also enclosed is my check for \$35.00 for filing fees.

A copy of the printout of your listing of the corporation is attached to assist in identifying the corporation.

Please note that the amendment changes the corporate name.

Please call me if there is any problem with filing this amendment. In addition, any correspondence regarding the filing amendment should be addressed to the undersigned.

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-10/21/02--01045--019
*****35.00 *****35.00

Sincerely,

Robert G. Gargiulo
Robert G. Gargiulo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Amendment
to
Articles of Incorporation
of
Villa Sorrento Italian Restaurants, Inc.

Pursuant to the provisions of Florida Statute 617.1006, this corporation adopts the following articles of amendment to its Articles of Incorporation.

1. Article 1 is changed to change the name of the corporation. The present Article 1 is deleted and is replaced by a new Article 1 which reads:

The name of the Corporation shall be Gemco Development, Inc.

2. Article 6 is changed to expand the general nature of the business of the corporation. The present Article 6 is deleted and is replaced by a new Article 6 which reads:

The general nature of the business to be transacted by this Corporation is: to engage in property management and property development and to operate restaurants, on a dine in and carry out basis, including catering food, and perform related services; and to engage in any and all other business purposes not prohibited by the laws of the State of Florida.

3. The foregoing amendments are adopted all the directors and all the members present at a meeting of the members of the corporation on September 19, 2002. The number of votes was sufficient for approval.

4. These amendments were presented at a shareholder's meeting by the Board of Directors to the shareholders on September 19, 2002. The amendments were adopted by all the shareholders at that meeting. The number of votes was sufficient for approval.

Signed this 19 day of September 2002


Joseph G. Marcario
Secretary and Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA