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August 5, 2002

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

Enclosed are Amendments to the Articles of Incorporation of Burgers and Beers, Inc.

Any questions can be referred to me between the hours of 11:00 a.m. and 5:00 p.m., Monday through Friday, at the telephone number listed below.

Sincerely.

Helen Watson

President

/rr

Enclosure Ch # 1432 - 935.00

FILED

02 AUG -8 AMII: 51

SLCRETARY OF STATE
TALLAHASSEE FLOOP.

Amend 10 8/15/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BURGERS AND BEER, INC.

(present name)

P02000078977
(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article V: (amendment) The addition to the Board of Directors of:

Jeffrey W. Woodbeck

*The above amendment shall be effective as of AUGUST 5, 2002.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: August 5, 2002
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by" (voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature_	Signed this 5TH day of AUGUST , 2002. Solid Tuckee Wordbeck President or other officer if adopted by the Shareholders)
OR	
(By a director if adopted by the directors)	
OR	
	(By an incorporator if adopted by the incorporators)
	SOFIA Z. MCKEE WOODBECK
	(Typed or printed name)
	President (Tide)

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