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BASIC AMENDMENT

BAGEL BITES OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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*Amendment*

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF

BAGEL BITES OF SOUTH FLORIDA, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of the Incorporation of the above-named Corporation are hereby amended as follows:

1. ARTICLE III is hereby amended to read as follows:

ARTICLE III  
Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "common shares".

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Business Corporation Act Section 607.1003, on January 9, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 9th day of January, 2003.

BAGEL BITES OF SOUTH FLORIDA, INC.

By:   
Rick Plotnick, President

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**ACTION BY WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS**


THE UNDERSIGNED, being all of the Shareholders and Directors of Bagel Bites of South Florida, Inc., a Florida corporation, do hereby take and adopt the following action in writing, without meeting:

1. Amendment to Articles of Incorporation. Article III of the Articles of Incorporation for the corporation is hereby amended to read as follows:

**ARTICLE III  
Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "common shares".

  
Rick Plotnick, Shareholder/Director

  
Paul Wagner, Shareholder/Director

Dated: 11/9/03

K:\MFG\PLOTNICK\BAGEL BITES>Action by Written Consent 1/8/03

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