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: FAS-T CORP. AGENTS, INC.

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BASIC AMENDMENT

THE BUFFET FACTORY, INC.

Certificate of Status	: 0
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

THE BUFFET FACTORY, INC.

(Present Name)

Pursuant to the provisions of section 607.1006 Florida Statutes, this 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)

-5 PH 5: 2

Delete: Article Six: Lobnig, Peter-President-1444 Biscayne BLVD #302 Miami FL 33132.

Add: Article Six: Ifrah, Aviv-President-1444 Biscayne ELVD #302 Miami FL. 33132.

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: April 21, 2003

FOURTH: Adoption of Amendment(s) (Check One)

The Amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

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. Signed this day __05/05/04 Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) (By a director if adopted by the directors) (By an incorporator if adopted by the incorporators) Aviv Ifrah Typed or printed name President Title

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