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SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
03 MAR 10 PM 3:48

Amend.

V SHEPARD MAR 19 2003

DENIS A. COHRS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

INTEREST BANK BUILDING • 2575 ULMERTON ROAD • SUITE 210 • CLEARWATER • FLORIDA • 33762

VOICE (727) 540-0001 • FAX (727) 540-0027

E-MAIL d.cohrs@gte.net

March 5, 2003

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

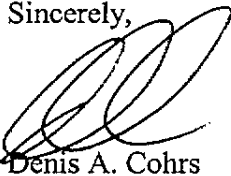
RE: AMG Restaurants, Inc.

Dear Sir/Madam:

Enclosed herewith are the original Articles of Amendment to Articles of Incorporation of AMG Restaurants, Inc. Also enclosed is this firm's check in the amount of \$35.00 representing payment of the requisite filing fee. A copy of the Articles of Amendment is enclosed herewith. I would greatly appreciate if you would acknowledge the receipt and filing of the Articles of Amendment by date stamping the copy and returning the same to me.

Should you require anything further in connection with this matter, please feel free to call.

Sincerely,



Denis A. Cohrs

DAC/pb

Enclosures

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
AMG RESTAURANTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 10 PM 3:48

AMG Restuarants, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), under the hand of its undersigned Directors and pursuant to §607.1006, Florida Statutes, hereby certifies that on February 24, 2003, the Board of Directors of said Corporation signed a written statement, duly adopting and approving an amendment to the Articles of Incorporation of the Corporation by deleting Article I thereof, in its entirety, and by substituting therefor the following:

ARTICLE III - PURPOSE

The primary purpose of this Corporation shall be limited to the operation of a Hardee's restaurant pursuant to a franchise agreement to be entered into between the Corporation and Hardee's Food Systems, Inc., its successors or assigns, together with such other and further activities as shall be necessary, desirable or ancillary to the primary purpose, including the ownership of real property.

All other provisions of the Articles of Incorporation shall remain in full force and effect and shall not be modified hereby.

The foregoing action was approved by the unanimous consent of the Board of Directors. Approval of the shareholders of the Corporation is not required for the foregoing action.

IN WITNESS WHEREOF, the undersigned, have hereunto set their hand and seal as duly authorized act of the Corporation this 24th day of February, 2003.

AMG Restaurants, Inc.

By: *Aihab Gerges*
Aihab Gerges, Director

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 24th day of February, 2003, personally **Aihab Gerges**, as a Director of **AMG Restaurants, Inc.**, to me well known to be the person described in and who signed the foregoing Articles of Amendment to the Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and () who is personally known to me or ~~(A)~~ produced a Florida Driver's License as identification and did take an oath.

WITNESS, my hand and official seal the date aforesaid.

Toni Jacobs
Notary Public
Print Name: *Toni Jacobs*
State of Florida at Large
(SEAL)

