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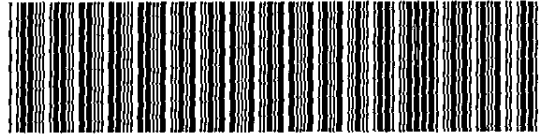
(Business Entity Name)

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03 SEP -2 AM 10:43
DIVISION OF CORPORATION

FILED
03 SEP 2 2 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 9/16

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BLUE CACTUS CAFE AND GRILL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
03 SEP -2 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLUE CACTUS CAFÉ AND GRILL, INC.

(PRESENT NAME)

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 number(s) being amended, added or deleted)

Article # VIII Directors (Article amended)

PRESIDENT

Nedal Yarbout
3067 Grand Ave.
Coconut Grove, FL. 33133

TREASURER

Jorge Ambar
3067 Grand Ave.
Coconut Grove, FL. 33133

SECRETARY (ADDED)

Emilio Feijo
3067 Grand Ave.
Coconut Grove, FL. 33133

SECRETARY (Delete)

Ahmad Yarbout
3067 Grand Ave.
Coconut Grove, FL. 33133

Article # XIII Shares (Article amended)

— Nedal Yarbout	60%
— Jorge Ambar	20%
— Emilio Feijoo	20%

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 27, 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 for each Voting group entitled to vote separately on each 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 27 day of August, 20 03

Signature

(By the Chairman or Vice Chairman of the directors, President or other if adopted by the shareholders)

Or

(By a Director if adopted by the director)

Or

(By an incorporator if adopted by the incorporators)

Nedal Yarbout

Typed of printed name

President

Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature