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BASIC AMENDMENT

GABLES RIVIERA PIZZA INC.

Certificate of Status	0
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EMETARY OF STATE

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

GABLES RIVIERA PIZZA 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:

FTRST:

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

ARTICLE IV.

New Registered Agent

ESNIDES GUILLEN 1558 S. DIXIE HWY CORAL GABLES, FL 33146

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent Signature

PRESIDENT

ARTICLE VI: DIRECTORS

(ADD)

ESNIDES GUILLEN

1558 S. DIXTE HWY MIAML PL 33146

(DELETE)

MESTOR L. GUILLEN

SECOND:

If an amendment provides for an exchange, reclassification or cancellation or cancellation issued shares, provisions for implementing the amendment if not contained in the

as:

amendment itself, are as follows:

THIRD:

The date of each amendment's adoption: 03/26/04

FOUTH:

Adoption of Amendment(s) (check ow):

'the amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required. (((H04000065715)))

	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 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 group solidies to vote separately, on the uncondinent(s).]
	The number of votes cast for the amendment(x) was/were sufficient for approval by
	(Voting group)

Signed this 26th day of March 2004.

Signature
(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporates)

ESNIDES CUILLEN
Typed or printed name

PRESIDENT Tide