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SECRETARY OF STATE

C. O-Water JAN 1 4 2004

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SOUTH FLORIDA CAFE OPERATORS INC.

(present name)

P03000092264

(Document Number of Corporation (If known)

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 amended, added or deleted)

Article VII: Amended to add PAULINE BUTGER as Secretary/Treasurer, located at 9144 Cove Point Circle, Boynton Beach, FL 33437

04 JAN -9 AM 8: 30
SECRETARY OF STATE
TAIL ALLASSED

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:

n/a

THIRD: The date of each amendment's adoption: 12/18/03		
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
Ø	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	
	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 18 day of December, 2003	
Signature	Wand But	
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	OR	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	HAROLD BUTGER (Typed or printed name)	
	PRESIDENT	
	(Title)	

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)
	(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.
Signature_	Signed this 18 day of December , 2003 What But But A Board of Directors, President or other officer if adopted by the Shareholders)
	OR
	(Bý a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	, cash
	HAROLD BUTGER
	(Typed or printed name)
	PRESIDENT
	(Title)