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Amend
@ 2/16/05



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02/09/05--01010--013 **35.00

FILED
05 FEB -9 PM 3:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Wolf Café & Smoothie Bar, Inc.**

FILED
05 FEB -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE VI – BOARD OF DIRECTORS

This corporation shall have three directors. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-laws. The name and address of the new directors of this corporation are:

NAME/SS#/TITLE	ADDRESS
Sasha Spahic President, Vice President, Secretary, Treasurer	5525 Manfields Pl. Jacksonville, FL 32207-5927 (100% Ownership)

The share of ownership has changed. Sasha Spahic now owns 100% of this company.
Mustafa Pasic now owns 0% of this company.

SECOND: The date of each amendment's adoption: 01/01/05

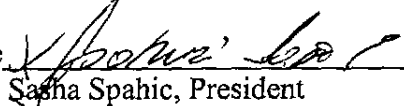
THIRD: Adoption of Amendment(s)

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 28th day September, 2004

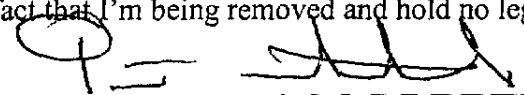
I accept the position and understand the responsibilities of Director 100% Owner

Signature


Sasha Spahic, President

I accept the fact that I'm being removed and hold no legal right to this corporation:

Signature


Mustafa Pasic, Ex-Director

Return Address: P. O. Box 16952
Jacksonville, FL 32245-0652