

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: R SQUARED RESTAURANTS INC

DOCUMENT NUMBER: P05000115216

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RENZO CRIPPA

(Name of Contact Person)

R SQUARED RESTAURANTS INC

(Firm/ Company)

7185 SAN SALVADOR DRIVE

(Address)

BOCA RATON, FL 33433

(City/ State and Zip Code)

For further information concerning this matter, please call:

RENZO CRIPPA

(Name of Contact Person)

at (561) 367-0320

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

R SQUARED RESTAURANTS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P05000115216

(Document number of corporation (if known))

FILED
05 SEP 29 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amend article III to read:

Article III

The purpose for which this corporation is organized is:

SOLELY TO DEVELOP AND OPERATE RESTAURANTS

FRANCHISED BY MAGIC RESTAURANTS, LLC, A DELAWARE

LIMITED LIABILITY COMPANY, OR ITS AFFILIATES.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: September 26, 2005

Effective date if applicable: September 26, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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
_____"
(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



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Renzo Crippa

(Typed or printed name of person signing)

CEO

(Title of person signing)

FILING FEE: \$35