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*Handwritten signature*

***POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.***

MARY JO CARNEY  
ALAN M. GROSS  
UTA S. GROVE  
KAREN E. MALLER  
JAMES N. POWELL  
DON DOUGLAS RAMSAY

ATTORNEYS AND COUNSELORS AT LAW  
BANK OF AMERICA TOWER  
ONE PROGRESS PLAZA  
SUITE 1210  
ST. PETERSBURG, FLORIDA 33701-4335

TELEPHONE  
727-898-9011

FACSIMILE  
727-898-9014  
www.powellcarneylaw.com

August 9, 2006

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

***Re: Joey C's Italian Grill, Inc.  
Articles of Amendment of Articles of Incorporation***

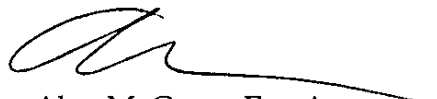
Dear Sir or Madam:

Enclosed are Articles of Amendment of Articles of Incorporation for Joey C's Italian Grill, Inc. And a check in the amount of \$43.75 to cover the filing fee and the fee for a certified copy of the amended Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,

**POWELL, CARNEY, GROSS, MALLER &  
RAMSAY, P.A.**



Alan M. Gross, Esquire

AMG/ajj

Enclosure

Copy to: Joseph Cascio

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**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
JOEY C'S ITALIAN GRILL, INC.**

**FILED**  
06 AUG 11 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The Articles of Incorporation of **JOEY C'S ITALIAN GRILL, INC.**, a Florida corporation (the "Corporation") are hereby amended as follows:

1. The terms of Article I of the Articles of Incorporation are hereby deleted in their entirety and the following is substituted in lieu thereof:

**"ARTICLE I  
Name and Address**

The name of the corporation shall be **JOEY C'S ITALIAN GRILLE, INC.** and its mailing address is 1250 Seminole Blvd., Suite 6, Largo, Florida 33770. "

2. The terms of Article IV of the Articles of Incorporation are hereby deleted in their entirety and the following is substituted in lieu thereof:

**"ARTICLE IV  
Capital Stock**

Section 1. Authorized Capitalization. The total number of shares of stock authorized to be issued by this Corporation shall be 10,000 shares of Voting Common Stock, par value \$.01 per share (the "Voting Common Stock"); and 10,000 shares of Non-Voting Common Stock, par value \$.01 per share (the "Non-Voting Common Stock").

Section 2. Payment of Stock. All or any part of the consideration for the issuance of the stock of the Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration in any event shall not be less than the par value of the shares issued. All stock, when issued, shall be fully paid and non-assessable.

Section 3. Voting. The voting power of this Corporation shall be vested in the Voting Common Stock. Holders of shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock. The Non-Voting Common Stock shall be entitled to no voting rights. There shall be no cumulative voting in the election of Directors.

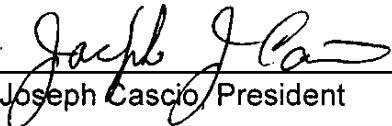
Section 4. Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common stock and Non-Voting Common Stock on a share-for-share basis.

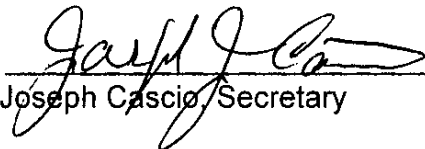
Section 5. No Preference in the Event of Liquidation. Liquidation proceeds shall be distributed pro rata among the holders of the outstanding shares of Voting Common Stock and Non-Voting Common Stock on a share-for-share basis.

Section 6. No Preemptive Right. Holders of shares of the Voting Common Stock and Non-Voting Common Stock shall have no preemptive rights to acquire stock or other securities of this Corporation. "

3. The foregoing amendment was recommended by the directors and was adopted by a unanimous vote of the shareholders and ratified by a unanimous vote of the Shareholders and Directors of the Corporation on the 2 day of August, 2006.

IN WITNESS WHEREOF, the undersigned as President and Secretary of the Corporation have executed these Articles of Amendment this 8 day of August, 2006.

  
\_\_\_\_\_  
Joseph Cascio, President

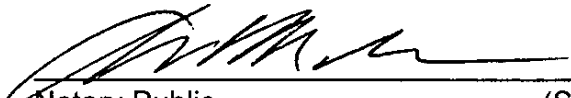
  
\_\_\_\_\_  
Joseph Cascio, Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

)  
)

The foregoing instrument was acknowledged before me this 2 day of August, 2006, by Joseph Cascio, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license or ☐ \_\_\_\_\_ as identification.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public (SEAL)

\_\_\_\_\_  
(Legibly print name of notary on this line)

