

P07000105660

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GUANABANAS RESTAURANT, INC.

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Florida Dept of State



April 2, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GUANABANAS RESTAURANT, INC.
997 NORTH COASTAL HIGHWAY A1A
JUPITER, FL 33477

SUBJECT: GUANABANAS RESTAURANT, INC.
REF: P07000105660

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000082717
Letter Number: 508A00019521

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Thank you.*

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PMB_350133.1

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GUANABANAS RESTAURANT, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation filed on March 13, 2008, :

FIRST: The name of the corporation is Guanabanas Restaurant, Inc. (the "Company").

SECOND: The Introductory section of ARTICLE III of the Amended and Restated Articles of Incorporation of the corporation is deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE III. CAPITAL STOCK

The aggregate number of shares that the Company is authorized to issue is Five Million (5,000,000) shares, consisting of:

1. Three Million (3,000,000) shares of common stock, \$0.001 par value per share ("Common Stock"); and
2. Two Million (2,000,000) shares of shares of preferred stock, \$0.001 par value per share, as designated under Section A.1 below.

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article THIRD."

THIRD: Paragraph A.1 of ARTICLE III of the Amended and Restated Articles of Incorporation of the corporation is deleted in its entirety and the following is substituted in lieu thereof:

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"1. Designation of Series. The shares of the Corporation's preferred stock shall be designated the Series A Convertible Preferred Stock (hereafter the "Series A Preferred Stock") and the number of shares constituting such series shall be Two Million (2,000,000) shares, which number may be decreased (but not increased) by the Board of Directors without a vote of stockholders; *provided, however*, that such number may not be decreased below the number of then currently outstanding shares of Series A Preferred Stock, plus shares issuable upon the exercise of any then outstanding options, warrants or rights to acquire Series A Preferred Stock."

FOURTH: The foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation were adopted as of the 14th day of March, 2008, by the unanimous written consent of the members of the Board of Directors of the Company and approved by written consent of the shareholders of the Company as of the 14th day of March, 2008, and the number of votes cast for the amendment by the shareholders of the Company was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation on this 17th day of March, 2008, and does hereby certify that the facts stated in these Articles of Amendment to the Amended and Restated Articles of Incorporation are true and correct.

GUANABANAS RESTAURANT, INC.

By: 

John Zimmerman, President