

P08000043515

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

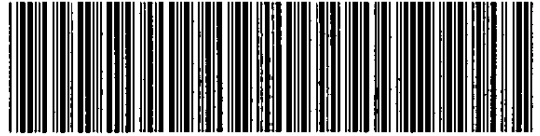
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200161216812

10/07/09--01024--013 **160.00

FILED
09 OCT -7 AM 8:24
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

*Amend NC
Teevi
10-7-09*

HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
KELLY N. CATOE
J. RICHARD CASKEY

315 S. Hyde Park Avenue
Tampa, Florida 33606
(813) 251-8659
Fax (813) 254-6153
www.hnh-law.com

OFFICES IN:

HYDE PARK
SUN CITY CENTER
NORTH TAMPA

October 6, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

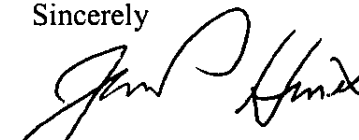
Dear Madam or Sir:

Enclosed for filing is the Articles of Organization for Nicks Gyros & Subs II, LLC and an Amendment to the Articles of Incorporation (document number P08000043515) for Nicks Gyro & Subs II, Inc. changing the name of that entity to Golden Gyros & Subs, Inc. **Please note that the Name Change Amendment is being filed in order to make the name, Nicks Gyros & Subs II, available for the new LLC that is being formed per the enclosed Articles of Organization.**

Also enclosed is our Firm's check in the amount of \$160.00 to cover the cost for the filing of the Articles of Organization (\$125.00) and the Amendment to the Articles of Incorporation (\$35.00).

Please contact our office should you have any questions.

Sincerely



James P. Hines, Sr.
For the Firm

Enclosures

**Amended Articles of Incorporation
of**

Nicks Gyro & Subs II, Inc

The undersigned person hereby makes, subscribes, acknowledges, and files with the Florida Department of State of Florida these Amended Articles of Incorporation in accordance with Florida Statutes Chapter 607. These Amended Articles of Incorporation shall be effective as of October 5, 2009.

ARTICLE I

Name

The corporate name shall be Golden Gyros and Subs, Inc. (the "Corporation").

ARTICLE II

Duration

The existence of the Corporation shall be perpetual.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be one thousand (1,000) shares having a par value of \$1.00 per share. Each share of said capital stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Corporation's board of directors at a meeting called for such purposes. All capital stock then issued shall be paid for and shall be nonassessable. The Corporation does not elect to have preemptive rights.

ARTICLE IV

Registered Office and Agent

The street address of the registered office of the Corporation is 6205 Soaring Ave. Tampa, FL 33617 and the name of the initial registered agent of the Corporation at that address is Mohammed Bouarfa.

ARTICLE V

Purposes and Powers

The Corporation's business activities shall include all lawful activities. The Corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including without limitation, all powers permitted by the Florida Business Corporation Act.

FILED
09 OCT - 7 AM 8:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Principal Office and Mailing Address

The street address of the principal office of the Corporation shall be but the Corporation shall have the power to relocate its principal office within or without the State of Florida. The mailing address of the Corporation shall be, but the Corporation shall have the power to change its mailing address at any time.

ARTICLE VII
Board of Directors and Officers

The Corporation shall have a board of directors which shall consist of not less than one (1) individual and not more than five (5) individuals, the exact number to be fixed by the Corporation's stockholders. The Corporation shall have the officers by its board of directors in accordance with the Florida Business Corporation Act.

ARTICLE VIII
Bylaws


The Corporation's board of directors shall adopt the bylaws for the Corporation. The Corporation's board of directors may amend or repeal the Corporation's bylaws. Any bylaw adopted, amended, or repealed by the Corporation's board of directors may be repealed, further amended, or reinstated by the Corporation's stockholders who own (directly or indirectly) more than fifty percent (50%) of the Corporation's issued and outstanding capital stock. The Corporation's bylaws shall provide for the government of the Corporation. The Corporation's bylaws may contain any provision for managing the business of, and regulating the affairs of, the Corporation, that is not inconsistent with these Amended Articles of Incorporation or applicable law.

ARTICLE IX
Amendment of Amended Articles of Incorporation

The Corporation reserves the right to amend or repeal any provision contained in these Amended Articles of Incorporation in the manner now or hereafter permitted by the laws of the State of Florida. A stockholder of the Corporation does not have a vested property right resulting from any provision in these Amended Articles of Incorporation.

ARTICLE X
Approval of Amended Articles of Incorporation

These Amended Articles of Incorporation have been approved and adopted by the stockholders of the Corporation owning 100% of the issued and outstanding stock of the Corporation. **IN WITNESS WHEREOF**, the undersigned person has executed these Amended Articles of Incorporation for the uses and purposes stated herein.

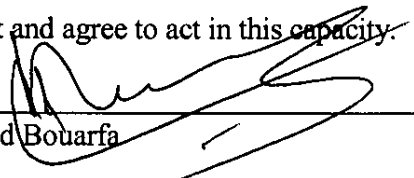


Mohammed Bouarfa, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Golden Gyros and Subs, Inc., at the place designated in these Amended Articles of Incorporation,

I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mohammad Bouarfa