

900003251289--0 -05/12/00--01124--004

May 9, 2000

To Whom It May Concern:

Please note that any correspondence should be mailed at:

Papa Joe's of Winter Park, Inc. 455 Saxon Blvd. Deltona, Fl. 32725 Telephone # 407-574-5333

Thank You

OK to Director

OK to Director

OK to Director

Altamonte Springs

Altamonte Springs

Altamonte Spring, Fl. 32714 (407) 774-4300

Deltona 1382 Howland Boulevard Deltona, Fl. 32738 (407) 574-4300

Lake Mary 4205 Lake Mary Blvd. Lake Mary, Fl. 32746 (407) 323-9552

ARTICLES OF AMENDMENT TO OU JUN -6 PM 4: 08 ARTICLES OF INCORPORATION SECRETARY OF STATE TALLAHASSEE, FLORIDA

PAPA JOE'S OF ORLANDO, INC.

(present name)

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: (indicate article number(s) being amended, added or deleted)

L. PLEASE CHANGE THE NAME OF THE CORPORATION TO: PAPA JOE'S OF WINTER PARK, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

HIRD:	The date of each amendment's adoption: 05/01/00
FOURTH	Adoption of Amendment(s) (CHECK ONE)
٥	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 byvoting group
X	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.
	Signed this 9 day of MAY, 2000.
Signature	Al Jumodi. Pres.
	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	RICHARD T. GRIMALDI Typed or printed name
	PRESIDENT Director Title