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April 4, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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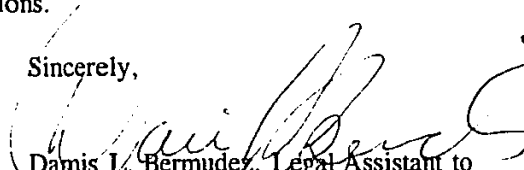
Re: Articles of Amendment for
Mambo's Restaurants, Inc. (500,000 shares of stock)

Dear Madam/Sir:

Enclosed is an original and one copy of the Articles of Amendment for the referenced corporation, together with our \$35.00 check representing payment of your filing fees.

Please return a docketed copy of the Articles to the undersigned at your earliest convenience. Call if you have any questions.

Sincerely,


Darnis L. Bermudez, Legal Assistant to
Robert T. Youngs, Esq

0801.rd

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 9:28

Amend
TALLAPR 8 1997

ARTICLES OF AMENDMENT TO THE
RE-STATED ARTICLES OF INCORPORATION
OF
MAMBO'S RESTAURANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 9:28

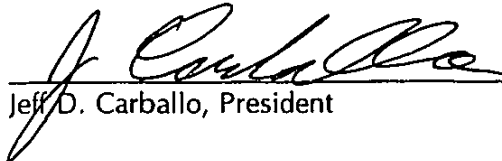
1. Article III of the Re-Statred Articles of Incorporation of Mambo's Restaurants, Inc. is hereby amended to be and is replaced by the following:

ARTICLE III.

Authorized Shares

This corporation is authorized to issue Five Hundred Thousand (500,000) shares of common stock having no par value.

2. The foregoing amendment was adopted by all of the shareholders and directors of Mambo's Restaurants, Inc., on March 31, 1997.


Jeff D. Carballo, President

CONSENT OF THE SHAREHOLDERS OF
MAMBO'S RESTAURANTS, INC.
(AMENDMENT TO ARTICLE III- 500,000 Shares)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 9:28

The undersigned being all of the shareholders of Mambo's Restaurants, Inc. (the "Company"), hereby adopt, approve, and consent to the following:

RESOLVED, that Article III of the Re-Stated Articles of Incorporation of the Company is hereby amended to be as follows and is replaced by the following:

ARTICLE III.

Authorized Shares

This corporation is authorized to issue Five Hundred Thousand (500,000) shares of common stock having no par value.

Approved and adopted this 31 day of March 1997.


ZACHARIA MANI, Shareholder


JEFF CARBALLO, Shareholder

CONSENT OF THE BOARD OF DIRECTORS OF
MAMBO'S RESTAURANTS, INC.
(Amendment to Article III - 500,000 Shares)

The undersigned being all of the Directors of Mambo's Restaurants, Inc.
(the "Company"), hereby adopt, approve, and consent to the following:

RESOLVED, that Article III of the Re-Stated Articles of
Incorporation of the Company is hereby amended to be as
follows and is replaced by the following:

ARTICLE III.


Authorized Shares

This corporation is authorized to issue Five Hundred Thousand
(500,000) shares of common stock having no par value.

Approved and adopted this 31 day of March 1997.



ZACHARIA MANI, Director



JEFF CARBALLO, Director