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ACCOUNT NO. : 072100000032

REFERENCE : 775311 4300985

AUTHORIZATION

COST LIMIT : \$ 35.00

*Patricia Perito*

ORDER DATE : April 9, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 775311-005

CUSTOMER NO: 4300985

CUSTOMER: Lucia Barcklow, Legal Asst  
Hall Dickler Kent Friedman &  
909 Third Avenue  
27th Floor  
New York, NY 10022-9998

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DOMESTIC AMENDMENT FILING

NAME: FRANCHISE DEVELOPMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
APR 12 9 12:05  
CSC THE UNITED STATES CORPORATION

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FRANCHISE DEVELOPMENT CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, being the President of Franchise Development Corp., a Florida profit corporation, hereby certifies and adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Franchise Development Corp.
2. The Articles of Incorporation of the corporation were filed by the Department of State on April 4, 1994.
3. The amendment of the Articles of Incorporation of the corporation effected by this amendment is as follows:

To amend Article III to increase the aggregate number of shares which the corporation shall have authority to issue from 1,000 shares of Common stock, par value \$.01 per share, 500 of which are issued and outstanding, to 10,000,000 shares of Common stock, par value \$.001 per share (the 500 issued and outstanding shares of Common stock to be changed to 750,000 shares, par value \$.001 per share at a ratio of 1:1,500, and the remaining authorized but unissued shares of Common stock to be changed to 9,250,000 shares of Common stock, par value \$.001 per share at a ratio of 1:18,500).

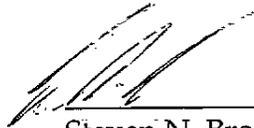
4. To accomplish the foregoing amendment, Article III of the Articles of Incorporation is hereby amended to read in its entirety, as follows:

"AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000,000 shares of common stock having a par value of \$.001 per share."

5. The foregoing amendment was adopted on April 7, 1998 pursuant to the written consent of the sole director and sole stockholder of the corporation.

Signed this 7th day of April, 1998.



Steven N. Bronson  
President