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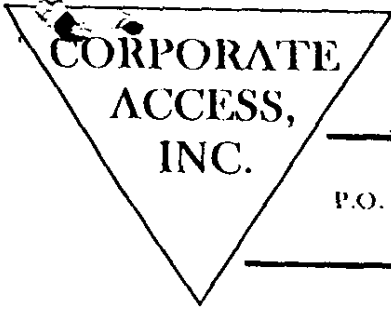
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1. Brown's Pizza, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
BROWN'S PIZZA, INC.
(Document No. P94000073355)**

07 JUN 29 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
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Pursuant to the provisions of Florida Statute Section 607.1006, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article 6.1 of the Articles of Incorporation of Brown's Pizza, Inc. (the "Corporation") is hereby amended as follows:

ARTICLE IV

CORPORATE CAPITALIZATION

6.1 The aggregate maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. The shares of stock of the Corporation shall be divided into two classes of stock, namely, 100 shares of voting stock and 7,400 shares of non-voting stock. The two classes of stock are identical in rights and powers except that the holders of non-voting stock shall have no voting power for any purpose. All voting power is vested exclusively in the holders of voting stock, which shall entitle each holder thereof to one (1) vote at any meeting of the shareholders.

2. This amendment to the Articles of Incorporation of the Corporation was approved by the shareholders of the corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval. This amendment shall be effective upon filing of these Articles of Amendment with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned this 26th day of June, 2007.

BROWN'S PIZZA, INC.

By: Wade S. Oney
Wade S. Oney, President

Attest:

Elizabeth A. Oney
Elizabeth A. Oney, Secretary