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SCJARRETТА & MANNINO  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW  
SUITE 305-C  
7301-A WEST PALMETTO PARK ROAD  
BOCA RATON, FLORIDA 33433

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

ARTICLES OF AMENDMENT

OF

POP'S BAGEL DELI, INC.

(BY VOTE OF SHAREHOLDERS, OR BY INCORPORATORS, OR THE BOARD  
OF DIRECTORS WITHOUT SHAREHOLDER ACTION)

PURSUANT TO SECTION 607.1008 OF THE FLORIDA BUSINESS CORPORATION ACT, THE  
UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS POP'S  
BAGEL DELI, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED  
BY CHANGING THE ARTICLE NUMBERED " 1 " SO THAT, AS AMENDED, SAID ARTICLE  
SHALL READ AS FOLLOWS:

The name of this corporation is Hip Bagel, Inc.

\*THIRD: A) THE AMENDMENT(S) PROVIDE(S) FOR (CHOOSE ALL THAT APPLY): (AN  
EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES.

N/A

B) PROVISIONS FOR IMPLEMENTING THE AMENDMENT(S), NOT CONTAINED IN THE  
AMENDMENT(S) ITSELF (THEMSELVES), ARE AS FOLLOWS:

N/A

FOURTH: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORA-  
TION SET FORTH ABOVE WAS ADOPTED ON THE 18 DAY OF March, 1997

\*(USE IF APPLICABLE)

APPROVED  
FILED  
97 MAR 21 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT(S) WAS (WERE) ADOPTED BY THE INCORPORATORS AND SHAREHOLDER ACTION WAS NOT REQUIRED.

N/A

\*\*FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT(S) WAS (WERE) ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

N/A

\*\*FIFTH: A) THE AMENDMENT(S) WAS (WERE) APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL. \*AND B) TWO OR MORE DESIGNATED VOTING GROUPS WERE ENTITLED TO VOTE ON THE AMENDMENT(S) AS FOLLOWS:

Applicable  
VOTING GROUP DESIGNATION

	NO. OF SHARES ENTITLED TO	NO. OF SHARES VOTED IN	NO. OF SHARES
<u>CLASS</u>	<u>VOTE</u>	<u>FAVOR</u>	<u>VOTED AGAINST</u>
<u>common</u>	<u>all</u>	<u>all</u>	<u>none</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>	<u>                    </u>

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) BY THE SHAREHOLDERS IN EACH VOTING GROUP WAS SUFFICIENT FOR APPROVAL BY THAT VOTING GROUP.

SIGNED THIS 18 DAY OF March, 19 97

(NAME OF CORPORATION)  
BY Peter Mavleas, Pres  
\*\*\* (CHAIRMAN, VICE CHAIRMAN, PRESIDENT OR  
OTHER OFFICER)

Peter Mavleas  
NAME  
President  
TITLE

\*(USE ONE OF THE FOLLOWING ARTICLES AS ARTICLE 5)

\*\*\*IF THE AMENDMENT IS MADE BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION, THE ARTICLES OF AMENDMENT SHALL BE EXECUTED BY AN INCORPORATOR OR DIRECTOR, AS THE CASE MAY BE, APPROVING THE AMENDMENT.