

**CAPITAL CONNECTION, INC.**

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P940000084005

Chicken Kitchen Corporation

Signature \_\_\_\_\_

Requested by: MD

Name \_\_\_\_\_

Date 1-16-98

Time 1:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

_____	Art of Inc. File _____
_____	LTD Partnership File <u>000002402910--0</u>
_____	Foreign Corp. File <u>*****35.00 *****35.00</u>
_____	L.C. File _____
_____	Fictitious Name File _____
_____	Trade/Service Mark _____
_____	Merger File _____
<input checked="" type="checkbox"/>	Art. of Amend. File <u>Photo</u>
_____	RA Resignation _____
_____	Dissolution / Withdrawal _____
_____	Annual Report / Reinstatement _____
_____	Cert. Copy _____
<input checked="" type="checkbox"/>	Photo Copy _____
_____	Certificate of Good Standing _____
_____	Certificate of Status _____
_____	Certificate of Fictitious Name _____
_____	Corp Record Search _____
_____	Officer Search _____
_____	Fictitious Search _____
_____	Fictitious Owner Search _____
_____	Vehicle Search _____
_____	Driving Record _____
_____	UCC 1 or 3 File <u>416</u>
_____	UCC 11 Search _____
_____	UCC 11 Retrieval _____
_____	Courier _____

FILED  
98 JAN 16 PM 2:33  
RECEIVED  
98 JAN 16 PM 12:18  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*for Amend*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CHICKEN KITCHEN CORPORATION

**FILED**  
98 JAN 16 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\* \* \*

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: CHICKEN KITCHEN CORPORATION.
2. Article III of the Articles of Incorporation is hereby amended to read as follows:

Article III. The total number of shares of stock which the Corporation shall have the authority to issue shall be 65,000,000 shares of Common Stock of the par value of \$.0005 per share and 1,000,000 shares of Preferred Stock of the par value of \$.0005 per share.

The authorized shares of Common Stock shall be divided into two classes, comprised of Fifty Million (50,000,000) shares of Class A Common Stock (the "Class A Common Stock") and Fifteen Million (15,000,000) shares of Class B Common Stock (the "Class B Common Stock").

The dividends, distributions and relative rights, privileges and limitations of Class A Common Stock and Class B Common Stock shall be in all respects identical, share for share, EXCEPT that: (i) each share of Class A Common Stock shall be entitled to One (1) vote on each matter submitted to a vote of the shareholders of the Corporation, while each share of Class B Common Stock shall be entitled to Ten Thousand (10,000) votes on each matter submitted to a vote of the shareholders of the Corporation; (ii) shares of Class A Common Stock may be issued to holders of Class B Common Stock in a stock dividend, stock split or as otherwise duly declared by the Board of Directors, while Class B Common Stock may not be issued to holders of Class A Common Stock in any such stock dividend, stock split or otherwise; (iii) each share of Class B Common Stock shall at all times be directly convertible into one share of Class A Common Stock, at the option of the holder, without further consideration, while shares of Class A Common Stock shall not, in any case, be convertible into shares of Class B Common Stock; (iv) no issuance, sale or distribution of the Class B Common Stock shall be registered under the Securities Act of 1933, as amended; and (v) any change in the relative rights, privileges and limitations of the Class B Common Stock shall require the affirmative vote of the holders of a majority of the outstanding Class B Common Stock voting as a single class.



The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the board of directors. The board of directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock set forth below:

1. The distinctive designation of all series and the number of shares that shall constitute those series;
2. The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any and all series.
4. The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
5. The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.
6. The voting rights, if any, of the holders of shares of each series.

3. (a) Each share of the Corporation's outstanding Common Stock, shall be and they are hereby automatically changed (without any further act) into one share of Class A Common Stock (without any further act) EXCEPT that each person who is a record holder of outstanding Common Stock of the Corporation (the "Shares") on or prior to 5:00 p.m., East Coast time, on the date of the filing of this Amendment to the Articles of Incorporation (the "Record Date") will be entitled, with respect to all or any portion of his or its Shares, to make an election to receive one share of Class B Common Stock in full satisfaction of all rights pertaining to such Shares as provided herein. Each outstanding option, warrant, convertible Preferred Stock or other security outstanding as of the Record Date which is convertible into shares of the Corporation's Common Stock (a "Convertible Security") shall be, as of the Record Date, convertible into shares of the Corporation's Class A Common Stock EXCEPT that each person who is a record holder of a Convertible Security on or

prior to 5:00 p.m., East Coast time, on the Record Date will be entitled, with respect to all or any portion of his or its Convertible Security, to make an election to receive Class B Common Stock upon conversion of such Convertible Security as provided herein.

(b) Within ten (10) days after the Record Date, the Corporation shall prepare and mail a form of election by prepaid first class mail to the record holders of Shares and the Convertible Securities as of the record date, which Election Form shall be used by each record holder of Shares and Convertible Securities. Any such holder's election to receive Class B Common Stock shall have been validly made only if the Corporation shall have received at its designated office, on or prior to 5:00 p.m., East Coast Time, on February 20, 1998 (the "Election Date"), an Election Form properly completed and signed in accordance with such rules as the Corporation may establish pursuant to Section 3(c). It shall be the responsibility of the record holders to assure that their Election Form was received by the Corporation on or before the Election Date.

(c) The Corporation may make such rules as are consistent with this Section 3 for the implementation of the election provided for herein as shall be necessary or desirable fully to effect such election and all such rules shall be final and binding on the holders of the Shares and Convertible Securities.

4. The foregoing amendments were duly adopted by the directors of the Corporation on January 12, 1998. The foregoing amendments were duly adopted by the shareholders of the Corporation by written consent of the holders a number of shares of the Common Stock, the only group entitled to vote, sufficient for approval on January 12, 1998.

Dated: January 12, 1998

 1/11/98  
Christian M. DeBerdouaré  
President