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BASIC AMENDMENT

PUSSER'S, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PUSSER'S INC.

Pursuant to the provisions of Section 607.1003 and Section 607.1002(6) of the Florida Business Corporation Act, Pusser's Inc., a Florida corporation (the "Corporation"), does hereby adopt the following Articles of Amendment to its Articles of Incorporation.

1.   The name of the Corporation is Pusser's Inc.

2.   Article Third of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"THIRD: The number of shares the Corporation has authority to issue is five hundred (500) shares of Common Stock, all of which are without par value and all of the same class ("Common Stock")."

3.   The Articles of Incorporation of the Corporation are hereby amended by adding the following as Article Tenth:

"TENTH: The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation shall be three, which number may be increased or decreased only by the Board of Directors pursuant to the Bylaws of the Corporation (the "Bylaws"), but shall never be less than the minimum number required by the Florida Business Corporation Act, or any successor statute. The directors may increase the number of directors and may fill any vacancy, whether resulting from an increase in the number of directors or otherwise, on the Board of Directors in the manner provided in the Bylaws.

Beginning on April 5, 2005, the directors shall be classified, with respect to the terms for which they severally hold office, into three classes, one class to hold office initially for a term expiring at the annual meeting of stockholders in 2006, another class to hold office initially for a term expiring at the annual meeting of stockholders in 2007 and another class to hold office initially for a term expiring at the annual meeting of stockholders in 2008, with the members of each class to hold office until their successors are duly elected and qualify. At each annual meeting of the stockholders, the successors to the class of directors whose term expires at such meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors are duly elected and qualify. The names of the directors who shall serve, and the class in which they shall serve, until their successors are duly elected and qualify are:

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Kent Tennicait	Class I (expiring in 2006)
Joanna Tobias	Class II (expiring in 2007)
Charles S. Tobias	Class III (expiring in 2008)"

4.   The Articles of Incorporation of the Corporation are hereby amended by adding the following as Article Eleventh:

"ELEVENTH: The Articles of Incorporation of the Corporation may not be amended or amended and restated by the shareholders without an act of the directors."

5.   The Articles of Incorporation of the Corporation are hereby amended by adding the following as Article Twelfth:

"TWELFTH: No director may be removed from the Board of Directors of the Corporation without cause."

6.   The date of adoption of the aforesaid amendments was April 4, 2005.

7.   The amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

8.   The undersigned is the sole Director of the Corporation.

Executed on April 4, 2005

PUSSER'S INC.

By: _Chris S Tobias_ (SEAL)
Name: Charles S. Tobias
Title: Sole Director

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