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* Also admitted to the Federal Bar

September 15, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

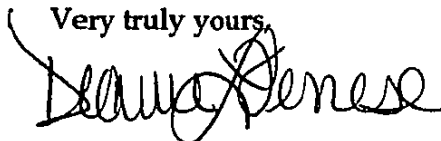
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*****35.00 *****35.00

RE: ARTICLES OF AMENDMENT FOR FIRST CONCERN MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed please find original Articles of Amendment to Articles of Incorporation and an original Directors Written Consent to Action as executed by the President and Incorporator of First Concern Management, Inc. Also enclosed you will find this firm's check in the amount of \$35.00, which amount represents the fee for filing the Articles of Amendment. Please contact me if you have any questions.

Very truly yours,



DEANNE L. FERRESE,
Paralegal

/dlf
Enclosures
cc: Mr. Edward Kowalski

FILED
97 SEP 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 9/24

NC Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRST CONCERN MANAGEMENT, INC.**

FILED
97 SEP 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I - the name of the corporation shall be HAY CARAMBA RESTAURANT, INC. and the address of the corporation shall be 881 Cypress Point Drive East, Pembroke Pines, FL 33027.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE

THIRD: The date of each amendment's adoption: September 18, 1997.

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

XXX The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12 day of September, 1997.

Signature: _____

EDWARD KOWALSKI, as President and Incorporator

DIRECTORS WRITTEN CONSENT TO ACTION

Pursuant to Chapter 607, Florida Statutes, the undersigned being the sole member of the Board of Directors of FIRST CONCERN MANAGEMENT, INC. ("the corporation") do hereby consent to and approve the following consent to action in lieu of holding a special meeting of directors. It is accordingly hereby resolved:

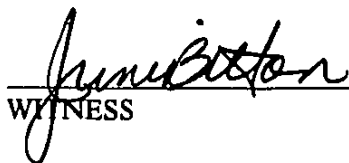
1. Resolved that the following amendment to the Articles of Incorporation was adopted by the corporation:

Article I - the name of the corporation shall be HAY CARAMBA RESTAURANT, INC. and the address of the corporation shall be 881 Cypress Point Drive East, Pembroke Pines, FL 33027.

2. Resolved further that the undersigned being the sole shareholder, officer, and director of FIRST CONCERN MANAGEMENT, INC. and represent that they have the authority to agree to the foregoing amendment.
3. The undersigned director hereby waives all notices of meeting and the holding of any meeting of the board of directors to act upon the foregoing resolutions, and do hereby direct that the consent be inserted in the minute book of the corporation.

IN WITNESS WHEREOF the undersigned constituting the members of the board of directors of the corporation have executed this written consent to action on the 12 day of September, 1997.

Signed, Sealed and Delivered in
the presence of:


WITNESS

By 
EDWARD KOWALSKI