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February 7, 2000

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Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

RE: Brandon Pizza Group, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$43.75 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe
Barbara A. Rowe,
Legal Assistant to
Richard B. Hadlow

/bar
Enclosures
195067.1

V. SHEPARD FEB 16 2000

Amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BRANDON PIZZA GROUP, INC.

BRANDON PIZZA GROUP, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article VI Cumulative Voting in its entirety.

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the Florida Statutes, by a joint meeting of the shareholders holding the majority of stock of the Corporation and all directors on November 4, 1999 manifesting their intentions that the amendments be adopted; and the number of votes cast for the amendments by the shareholders having been sufficient for approval.

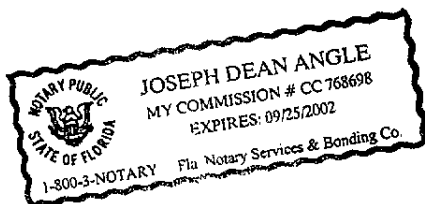
IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 24 day of January 2000.

BRANDON PIZZA GROUP, INC.

By: Daniel J. Dorsch
Daniel J. Dorsch, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 24 day of January, 2000 by Daniel J. Dorsch, an individual known to me or who has produced _____ as identification, in his capacity as President of Brandon Pizza Group, a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



sign Joseph Dean Angle
print Joseph Dean Angle

NOTARY PUBLIC, State of Florida
at Large

192423.1

My Commission Expires: