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NAME: CUMULUS GROUP, INC.

AUDIT NUMBER.....H97000001565

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January 28, 1997

CUMULUS GROUP, INC.
611 SW 178 WAY
PEMBROKE PINES, FL 33029

SUBJECT: CUMULUS GROUP, INC.
REF: P95000097079

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Linda Stitt
Corporate Specialist

FAX Aud. #: H97000001565
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January 30, 1997

CUMULUS GROUP, INC.
611 SW 178 WAY
PEMBROKE PINES, FL 33029

SUBJECT: CUMULUS GROUP, INC.
REF: P95000097079

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Linda Stitt
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CUMULUS GROUP, INC.

1. The name of the corporation is Cumulus Group, Inc. (the "Corporation").

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

ARTICLE I - NAME.

The name of the corporation is ERIC'S BAR-B-Q Co., INC.

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on January 22, 1997.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, ERIC'S BAR-B-Q Co., INC. has caused these articles of Amendment to be executed on this 23rd day of January, 1997.

ERIC'S BAR-B-Q Co., INC.

By: Eric M. Gordon
Eric Gordon, President

Rabeca H. Fischer, Esq.
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(954) 963-2773
Fl. Bar No.: 836737

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NOTICE OF A SPECIAL MEETING OF THE SHAREHOLDERS OF
CUMULUS GROUP, INC.

I, the undersigned shareholder, of the above named corporation, hereby call for a Special Meeting of the Shareholders to be held on the date and on the time and place listed below for the purpose of changing the name of Cumulus Group, Inc. to ERIC'S BAR-B-Q Co., INC.

Place of meeting: 4651 Sheridan Street, Suite 325
Hollywood, Florida 33021

Date of meeting: January 22, 1997

Time of meeting: 3:00 P.M.

Dated: January 22, 1997

Shareholder:


ERIC M. GORDON, PRESIDENT


ERIC M. GORDON, SECRETARY

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ACTION TAKEN BY WRITTEN CONSENT OF SHAREHOLDERS OF
CUMULUS GROUP, INC.

I, the undersigned shareholder of Cumulus Group, Inc., a Florida corporation, being the holder of not less than one hundred per cent (100%) of the outstanding shares entitled to vote with respect to the subject matter thereof, and entitled to vote the number of shares set forth opposite his name below, hereby authorizes the following action taken without a meeting of shareholders:

1. Changing the name of Cumulus Group, Inc., to ERIC'S BAR-B-Q Co., INC.
2. There shall be one (1) Director and his name is Eric M. Gordon, President, 611 S.W. 178th Way, Pembroke Pines, Florida 33029.


ERIC M. GORDON

611 S.W. 178th Way
Pembroke Pines, FL 33029

1000 Shares January 22, 1997

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MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

The Board of Directors met pursuant to a call and notice of meeting and all directors being present in special meeting on January 22, 1997, at 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021.

The meeting was called to order by the president and all answered present.

The secretary then presented the call. There being no objection, the notice was ordered entered into the minutes, and the same set forth as below.

The president then called the board's attention to the purposes for which the meeting was held:

1. Changing the name of Cumulus Group, Inc., to ERIC'S BAR-B-Q Co., INC.
2. There shall be one (1) Director and his name is Eric H. Gordon, President, 611 S.W. 178th Way, Pembroke Pines, Florida 33029.

The above board, consisting of one director then unanimously voted to change the name of Cumulus Group, Inc., to ERIC'S BAR-B-Q Co., INC.

There being no further business, the meeting was adjourned.

Dated: January 22, 1997.


ERIC H. GORDON, SECRETARY

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