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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMEND/RESTATE/CORRECT OR O/D RESIGN

CHEETAH LOUNGE, INC.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

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Amend

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**ARTICLES OF AMENDMENT OF
CHEETAH LOUNGE, INC.**

THE UNDERSIGNED, KENNETH TATAROW, being the Vice President of CHEETAH LOUNGE, INC., does hereby certify that the following Amendment to the Articles of Incorporation of CHEETAH LOUNGE, INC. was approved by the majority of the Stockholders of said Corporation on the 18 day of FEB, 2009, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of CHEETAH LOUNGE, INC. are hereby amended as follows:

1. Article V is hereby deleted in its entirety and the following is inserted in lieu thereof to amend the voting and non-voting classification of shares as follows:

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Class A Common-Non-Voting	9,997	\$1.00
Class B Common-Voting	3	\$1.00

- Confirmation of Stock Ownership. It is hereby confirmed that the three Class B common voting shares as of the date hereof are owned one share by WILLIAM BULLARD, one share by KENNETH TATAROW, and one share by GLEN REIFSTECK.
- Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class B common shares. Holders of Class A common shares shall not be entitled to vote.
- Unanimous Consent. Unanimous consent of the Shareholders shall be required to take any material action on behalf of the company, except to the extent otherwise permitted under the Entity Formation Agreement dated November of 2000.
- Relative Rights and Preferences. The relative rights, privileges, and preferences of the Class A common and the Class B common, except with respect to the voting rights mentioned above, shall be in other respects identical, share for share, whether in connection with the operation, or with the liquidation of the corporation so as to qualify the common stock under Section 1361(c)(4) of the Internal Revenue Code of 1954, as amended, as one class of stock within the meaning of subsection (b)(1)(D) of Section 1361, Internal Revenue Code.

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2. All amendments included herein were adopted Feb. 18, 2009 pursuant to Section 607.1006, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by the majority of all of the Shareholders of the Corporation who are entitled to vote the 18 day of February 2009. The number of votes cast for the amendment by the Shareholders was sufficient for approval.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 18 day of Feb., 2009.

CHEETAH LOUNGE, INC.

By: [Signature]
KENNETH TATAROW

Its: Vice President

ATTEST:

[Signature]
GLEN REIFSTECK

Its: Secretary

STATE OF FLORIDA
COUNTY OF Pinellas

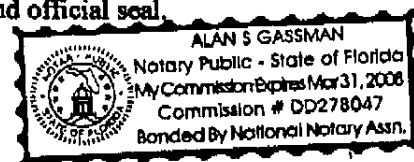
ON THIS 18 day of February, 2009, before me Alan S. Gassman (name of notary) the undersigned notary, personally appeared KENNETH TATAROW and GLEN REIFSTECK, known to me, or who produced _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]

My Commission Expires:

Notary Public



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