

BACKWOODS BBQ®

P96000058679

October 28, 1998

Via Certified Mail – Return Receipt Requested

Florida Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: The BBQ Company, Inc.

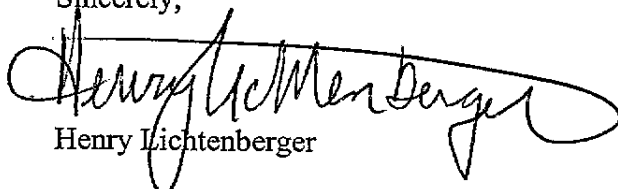
Dear Sir/Madam:

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-10/30/98-01088-009
*****43.75 *****43.75

Enclosed please find Articles of Amendment to the Amended and Restated Articles of Incorporation for the above referenced company along with a check in the amount of \$43.75 that represents the filing fee for the amendment along with the fee for a certified copy of such amendment.

Should you have any questions, please call me at (561) 998-2250, extension 15. Thank you in advance for your assistance in filing this amendment.

Sincerely,


Henry Lichtenberger

Enclosure

FILED
98 OCT 30 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

11-4-98
CC

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BBQ COMPANY**

FILED
98 OCT 30 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: Article V of the Amended and Restated Articles of Incorporation, relating to the number of shares authorized, classes of stock and par value of the common stock of the corporation, is hereby amended to read, in its entirety, as follows:

"Article V
Capital Stock

The total number of shares of all classes of stock which the corporation shall have authority to issue is 22,000,000 shares, consisting of 20,000,000 shares of common stock, par value \$.01 per share ("Common Stock"), and 2,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock"). The Board of Directors shall have authority by resolution to issue the shares of Preferred Stock from time to time on such terms as it may determine and to divide the Preferred Stock into one or more series and, in connection with the creation of any such series, to determine and fix by the resolution or resolutions providing for the issuance of shares thereof:

- (i) the distinctive designation of such series, the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors, and the stated value thereof, if different from the par value thereof;
- (ii) the dividend rate, the times of payment of dividends on the shares of such series, whether dividends shall be cumulative, and, if so, from what date or dates, and the preference or relation which such dividends will bear to the dividends payable on any shares of stock of any other class or any other series of this class;
- (iii) the price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed;
- (iv) whether or not the shares of such series shall be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions relative to the operation thereof;

- (v) whether or not the shares of such series shall be convertible into, or exchangeable for, any other shares of stock of the corporation or any other securities and, if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
- (vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the corporation;
- (vii) whether or not the shares of such series shall have priority over or parity with or be junior to the shares of any other class or series in any respect, or shall be entitled to the benefit of limitations restricting (i) the creation of indebtedness of the corporation, (ii) the issuance of shares of any other class or series having priority over or being on a parity with the shares of such series in any respect, or (iii) the payment of dividends on, the making of other distributions in respect of, or the purchase or redemption of shares of any other class or series on a parity with or ranking junior to the shares of such series as to dividends or assets, and the terms of any such restrictions, or any other restriction with respect to shares of any other class or series on a parity with or ranking junior to the shares of such series in any respect;
- (viii) whether such series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights, which may be general or limited; and
- (ix) any other powers, preferences, privileges, and relative, participating, optional, or other special rights of such series, and the qualifications, limitations or restrictions thereof, to the full extent now or hereafter permitted by law.

The powers, preferences and relative, participating, option and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

SECOND: The written amendment effected herein was authorized by the joint written consent setting forth the action so taken, of the Board of Directors and of a majority of all of the issued and outstanding shares of the Corporation's common stock on September 30, 1998, pursuant to Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act.

THIRD: The number of holders of the common stock executing such written action was sufficient for approval of the amendment.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 30 day of September, 1998.

By: S. Bruce Wunner
Name: S. Bruce Wunner
Title: Chairman of the Board and
Chief Executive Officer