

Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

P96000060/28

April 22, 1997

FILED
97 APR 25 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **Palermo Pizza, Inc.**

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-04/25/97--01039--020
*****35.00 *****35.00

To Whom It May Concern:

Enclosed are Amended Articles of Incorporation together with
(1) copy along with a check in the amount of \$35.00 to cover the
filing fees.

Please send acknowledgement receipt to:

Palermo Pizza, Inc.
c/o Daniel J. Weinberg, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,

[Signature]
Daniel J. Weinberg
Certified Public Accountant

DJW/elw
Encl.

:amendmen.pal:

ARTICLES OF AMENDMENT

to

Articles of Incorporation

of

PALERMO PIZZA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: THE NAME OF THE CORPORATION:

PALERMO PIZZA, INC.

SECOND: AMENDMENT(S) ADOPTED:

(Indicate original article number(s) being amended, added or deleted)

ARTICLE VII - (OFFICERS AND DIRECTORS)

A special meeting was held by the Board of Directors of Palermo Pizza, Inc. Present at this meeting was the sole director and officer of the corporation, Salvatore Taravella. Mr. Taravella submitted his resignation as President and sole Director of the corporation and by a unanimous vote of the Board of Directors, Lisa Taravella was elected to the Board of Directors and to the position of President of Palermo Pizza, Inc.

ARTICLES OF AMENDMENT

THIRD: The date of each amendment's adoption is: April 20, 1997.
(Date)

FOURTH: ADOPTION OF AMENDMENT(s) (check one)

X The amendment(s) was/were adopted by the Incorporators or Board of Directors without shareholder action and shareholder action was not required.

___ 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

Board of Directors.

(voting group)

Signed this 20th day of April, 1997.

PALERMO PIZZA, INC.
(Corporation Name)

Signature: X Salvatore Taravella
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

<u>Salvatore Taravella</u>	<u>INCORPORATOR/ PRESIDENT</u>	<u>4/20/97</u>
(Type or print name)	(Title)	(Date)

RESIGNATION OF BOARD OF DIRECTORS

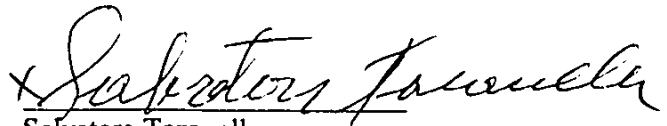
of

PALERMO PIZZA, INC.

I, Salvatore Taravella, hereby tender my resignation as President and Director of Palermo Pizza, Inc., effective immediately and do hereby transfer all of my ownership interest and the shares of common stock to be reissued to new shareholder Lisa Taravella as new shareholder and President of the corporation.

4/20/97

Date


Salvatore Taravella

SPECIAL MEETING TO ELECT OFFICERS

On April 20, 1997 a special meeting of the Board of Directors of Palermo Pizza, Inc. was held. Present at this meeting was the sole Director and Officer of the corporation, Salvatore Taravella, and by a unanimous vote the board approved the election of Lisa Taravella as a shareholder and President of the corporation effective immediately.

Shares to be reissued as follows:

<u>Name of Shareholders</u>	<u>Number of Shares</u>
Lisa Taravella	1000

by: Salvatore Taravella
Salvatore Taravella