

WRAPZ DEVELOPMENT CORP.
45 Alhambra Plaza
Coral Gables, FL 33134

May 13, 1997

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

P96000085893

RE: Wrapz Development Corp., Document Number P96000085893

Dear Ladies and Gentlemen:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above-referenced corporation for filing. Please return a certified copy to the undersigned. Also enclosed is a check in the amount of \$87.50 representing your fee for filing and for the certified copy.

Thank you for your attention to this matter.

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-05/13/97--01034-001
*****87.50 *****87.50

Very truly yours,

Benjamin J. Barton
Benjamin J. Barton

Handwritten notes and signatures at bottom right:
P96000085893
Filing Fee
\$87.50
May 13, 1997
[Signature]

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
WRAPZ DEVELOPMENT CORP.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes Annotated, the undersigned corporation hereby adapts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Wrapz Development Corp (the "Company")

SECOND: The following amendments to the Articles of Incorporation of the Company were unanimously adapted by the stockholders of the Company at a meeting held May 7, 1997, to-wit.

ARTICLE 1 -NAME

The name of the corporation is Rosie's Restaurants International, Inc.

THIRD: The amendment changing the name of the corporation was adopted by the stockholders at a meeting held May 7, 1997.

FOURTH: This amendment was not adopted by the incorporators or the Board of Directors without stockholder action.

FIFTH: (a) The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows, to-wit:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Common	1,800,000

The number of shares voted for the amendment was 1,800,000, with none opposing and none abstaining.

IN WITNESS WHEREOF, the undersigned President and Secretary, having been thereunto duly authorized, have executed the foregoing Articles of Amendment for the Company this 7th day of March, 1997.

WRAPZ DEVELOPMENT CORP.

By *Benjamin J. Barton*
BENJAMIN J. BARTON, President

Attest:

By *[Signature]*
JON T. BROWN, Secretary