

EKONOMIDES & ASSOCIATES

ATTORNEYS & COUNSELORS AT LAW
ONE TAMPA CITY CENTER

P96000100716

January 2, 1997

VIA CERTIFIED # Z 399 576 946

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-01/09/97--01005--002
*****35.00 *****35.00

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Carl's Downtown, Inc.
Articles of Amendment to the Articles of Incorporation

Dear Sir or Madam:

Please find enclosed a check for \$35.00 to cover the filing fee costs for
Articles of Amendment of the above-mentioned corporation. Thank you.

Very truly yours,



Nickolas C. Ekonomides

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 27 PM 1:22

APPROVED
AND
FILED

NCE:pjc
encl.

P96000100716
W



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

EKONOMIDES & ASSOCIATES
201 N. FRANKLIN STREET, SUITE 2350
TAMPA, FL 33602

SUBJECT: CARL'S DOWNTOWN, INC.
Ref. Number: P96000100716

We have received your document for CARL'S DOWNTOWN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 097A00002606

RECEIVED

JAN 27 AM 8:31

DIVISION OF CORPORATIONS

*Amended
1-27-97*

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

Carl's Downtown, Inc.

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Carl's Downtown, Inc.
2. Article IV of the Articles of Incorporation is amended as follows:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) voting shares of common stock at one dollar (\$1.00) par value each, and twenty-five (25,000) non-voting shares at one dollar (\$1.00) par value each which shall be designed as "Voting Common Shares," "Non-voting Common Shares" or collectively as "Common Shares."

3. The amendment was adopted on December 20, 1996, in the manner prescribed by the Florida Business Corporation Act by the board of directors without shareholder action and shareholder action was not required.

4. This Amendment shall be effective upon the earlier of its adoption or its filing with the Secretary of State as provided by the Florida Business Corporation Act.

97 JAN 21 AM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned directors do hereunto set their hands this
20th day of December, 1996.


Carl Fuerstman, Director


Roger Humbert, Director


_____(SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of December, 1996,
by Carl Fuerstman, as Director of Carl's Downtown, Inc., who is personally known to me or
___/ who produced a valid _____ drivers license number _____ as
identification; and by Roger Humbert, as Director of Carl's Downtown, Inc., who is
personally known to me or ___/ who produced a valid _____ drivers license number
_____ as identification



PATRICIA J. CELEN
My Commission CC532974
Expires Feb. 15, 2000



Patricia J. Ceelen
NOTARY PUBLIC, State of Florida

My Commission Expires: February 15, 2000