

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 6/26/97 1:00

NT ☺

_____**CERTIFIED COPY**_____ **CUS**_____

☒ **PHOTO COPY**_____ ☒ **FILING** Amendment

1.) Magic Sandwich Shoppers, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

000002223510--5
-06/26/97--01019--007
*****35.00 *****35.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS_____

FILED
97 JUN 26 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/26/97
Amendment

97
JUN 26 AM 1:14
RECEIVED

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAGIC SANDWICH SHOPPES, INC.**

FILED

97 JUN 26 PM 1:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Statute 607.1003(6) provides "Unless otherwise provided in the articles of incorporation, the shareholders of a corporation having thirty-five (35) or fewer shareholders, may amend the articles of incorporation without an act of the directors at a meeting for which notice of the changes to be made is given." These Articles of Amendment are made pursuant to this chapter and section of the Florida Statutes.

FIRST: Article X, Pre-Emptive Rights. This article pertaining to pre-emptive rights is deleted in its entirety, thereby removing pre-emptive rights from each and every shareholder.

SECOND: The date on which this amendment was adopted: June 25, 1997.

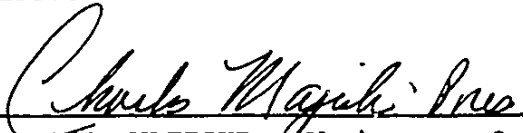
THIRD: The name of the corporation, MAGIC SANDWICH SHOPPES, INC. is unchanged, and the document number under which the original Articles of Incorporation were filed is number P 97000000030.

FOURTH: This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FIFTH: Since the Amendment is being made pursuant to Florida Statute 607.1006 and 607.1003(6), the Amendment was approved by the shareholders holding a majority of the shares of the corporation entitled to vote on this issue; there were no other groups or voting groups required to consent to this amendment; the corporation has fewer than thirty-five (35) shareholders; the number of shareholders casting their votes for approval of this amendment was sufficient to pass the amendment; and this amendment is to take effect immediately.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand

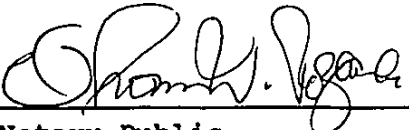
and seal this 25 day of June, 1997.


CHARLES MAJESKI, Chairman of the
board of directors and president

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Amendment to the Articles of Incorporation for
MAGIC SANDWICH SHOPPES, INC. was acknowledged before me by CHARLES
MAJESKI, who is personally known to me, but who did not take an
oath, and he acknowledged to and before me that he executed the
foregoing instrument for the purposes therein expressed.

Acknowledged before me this 25th day of June, 1997.


Notary Public
My Commission expires:

