

**CORPORATE
ACCESS,
INC.**

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

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Amend

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

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SPECIAL INSTRUCTIONS

FILED
97 JUN 12 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
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DIVISION OF CORPORATION

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Jay Amend

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

FILED
97 JUN 12 AM 11:52
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.

At the time of the amendment of the Articles of Incorporation, the sole shareholder is, the original incorporator, CHARLES MAJESKI, hereinafter referred to as the "undersigned shareholder." By his signature on these Articles, he certifies and confirms that he was given adequate notice of the meeting at which these changes would be considered, that he is the sole shareholder and therefore the corporation meets the requirement of having thirty-five (35) or fewer shareholders; and that he, as sole shareholder, approved the following changes:

FIRST: Article IV, Capital Stock, is amended to read "The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock. The additional shares being authorized by this Amendment shall be at no par value.

SECOND: The date on which this amendment was adopted: June 10, 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 sole shareholder, who holds all issued shares of the corporation; there were no other groups or voting groups required to consent to this amendment; and all one thousand (1,000) shares issued and entitled to vote on this amendment were voted in favor of this amendment.

SIXTH: In addition to serving as the publication of this amendment through the office of the Florida Secretary of State, it can also be entered into the minutes of the corporation as the equivalent of a shareholder consent to action.

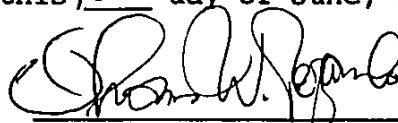
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10 day of June, 1977.


CHARLES MAJESKI, Sole shareholder,
sole director, and president of the
corporation

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 10th day of June, 1997.


Notary Public
My Commission expires:

