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ACCOUNT NO. : 072100000032

REFERENCE : 681974

81133A

AUTHORIZATION *Patricia P...*

COST LIMIT : \$ 35.00

FILED
98 JAN 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 26, 1998

ORDER TIME : 3:28 PM

ORDER NO. : 681974-005

000002412540--3

CUSTOMER NO: 81133A

CUSTOMER: Jose Saavedra, Esq
Jose A. Saavedra, Esq
8th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: THE MARKET PLACE RESTAURANT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
98 JAN 26 PM 4:19
DIVISION OF CORPORATION

AM+NC

REP 1/27

ARTICLES OF AMENDMENT OF THE MARKET PLACE RESTAURANT,

To: Department of State
Tallahassee, Florida 32304

FILED
98 JAN 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of amendment for purposes of amending the articles of incorporation of the corporation:


(1) The name of the corporation is The Market Place Restaurant, Inc.

(2) The existing Articles of Incorporation of The Market Place Restaurant, Inc. filed with the Secretary of State on January 17, 1997, and amended May 8, 1997, are hereby repealed in total and the Amended Articles of Incorporation attached hereto as Exhibit I are hereby adopted and effective this 8th day of January 1998.

(3) The foregoing amendment was unanimously approved and adopted by both the corporation's Board of Directors and Shareholders.

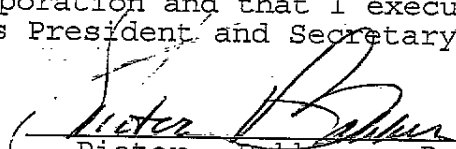
IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 8th day of January, 1998.

The Market Place Restaurant, Inc.,
a Florida corporation

By: 
Pieter Bakker, President and Secretary

Certificate of The Market Place Restaurant, Inc.

I, Pieter Bakker, President and Secretary of The Market Place Restaurant, Inc., a Florida corporation, (the "Corporation"), with mailing address c/o Pieter Bakker, 2699 Collins Avenue, Suite 107-108, Miami Beach, Fla. 33140, certify and acknowledge that I am the President and Secretary of the Corporation and that I executed the foregoing Articles of Amendment as President and Secretary of the Corporation.


Pieter Bakker, President
and Secretary

(Corporate Seal)

STATE OF FLORIDA)

COUNTY OF DADE)

I certify that on this date, before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Pieter Bakker, as President and Secretary of The Market Place Restaurant, Inc., a Florida corporation, who, being personally known to me, but not having taken an oath, executed the foregoing instrument and he acknowledged before me that he executed the foregoing instrument on behalf of said Corporation.

Executed and sealed by me at Miami, Dade County, Florida on this 08 day of January, 1998



Notary Public

My Commission Expires:



EXHIBIT I TO ARTICLES OF AMENDMENT
OF THE MARKET PLACE RESTAURANT, INC.

AMENDED ARTICLES OF INCORPORATION
OF
THE MARKET PLACE RESTAURANT, INC.

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is The Antique Shoppe- An Italian Eatery, Inc. and c/o Pieter Bakker, 2699 Collins Avenue, Suite 107-108, Miami Beach, Fla. 33140, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one cent (\$.01) par value per share.

ARTICLE V - REGISTERED
OFFICE AND AGENT

The registered office of this Corporation shall be 1428 Brickell Avenue, 8th Floor, Miami, Fla. 33131 and the registered agent of this Corporation at such office shall be Jose A. Saavedra, Esq.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of two (2) members. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than two nor more than five. The name and address of the directors constituting the Board of Directors is:

<u>Name</u>	<u>Address</u>
Pieter Bakker	2699 Collins Avenue, Suite 107-108, Miami Beach, Fla. 33140
Shirley Bakker	2699 Collins Avenue, Suite 107-108,

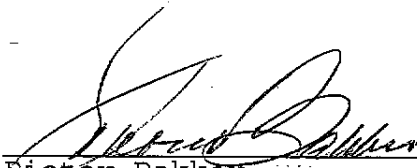
Miami Beach, Fla. 33140

ARTICLE VII - INCORPORATOR

The name and street address of the person signing the original Articles of Incorporation before amendment was:

<u>Name</u>	<u>Address</u>
Jose A. Saavedra	1428 Brickell Avenue, 8th Floor, Miami, Fla. 33131

Date: January 8, 1998.



Pieter Bakker

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