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NEW FILINGS Profit	AMENDMENTS	DE OS
NonProfit	Amendment	
Limited Liability	Resignation of R.A., Officer Change of Registered Agent	<u></u>
Domestication	Dissolution/Withdrawal	-
Other	Merger	
OTHER FILINGS	REGISTRATION/	C. COULLIETTE FEB 0 4 2000
Annual Report	QUALIFICATION	C. COULLIETTE I LD
Fictitious Name	Foreign	
Name Reservation	Limited Partnership	
	Reinstatement	
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

BENETTE'S PIZZAS AND SUBS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Betsy Muniz

Secretary:

Jeannette Pinto

Treasurer:

Betsy Muniz

SECOND:

Article 5 shall be amended to state:

President:

Julieth Z. Carrascal

Vice-President:

Luz M. Uribe Luz M. Uribe

Secretary: Treasurer:

Julieth Z. Carrascal

whose addresses shall be the same as the principal address of the Corporation.

THIRD:

Article 6 of the Articles of Incorporation states Directors as:

Betsy Muniz Jeannette Pinto

FOURTH:

The Director of the Corporation shall be changed to:

Julieth Z. Carrascal

whose addresses shall be the same as the principal address of the Corporation.

FIFTH:

The date of the adoption of this amendment is the 25 January 2000.

SIXTH:

The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 25 January 2000.

Julieth Z. Carrascal, Chairman of the Board of Directors