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SAMUEL L. LEPRELL

ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 353-4433

April 11, 1997

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

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-04/14/97--01150--008
*****35.00 *****35.00

RE: Bagel R Us & Deli, Inc.

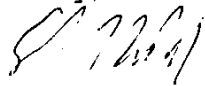
Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$35.00, representing the filing fee.

Please date stamp the enclosed copy of the Articles of Amendment as soon as it has been filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Samuel L. LePrell

SLL:cdw
Enclosures

Amended
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 11:56
APR 17 1997

901 BLACKSTONE BUILDING, 233 EAST BAY STREET
JACKSONVILLE, FLORIDA 32202
(904) 353-3877 - FAX (904) 354-0660

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BAGEL R US & DELI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 11:46

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned President and Secretary of BAGEL R US & DELI, INC., a corporation existing under the laws of the State of Florida, do hereby certify:

(a) The name of this corporation is BAGEL R US & DELI, INC.

(b) The amendment adopted is an amendment to Articles First Sixth and Eighth of the Articles of Incorporation of this corporation changing the name of this corporation to BAGELS R US & DELI, INC., correcting the address of the principal office of the Corporation and correcting the mailing address of the Directors. The said amendment reads as follows:

"FIRST: The name of this corporation is BAGELS R US & DELI, INC."

"SIXTH: The principal office of this corporation will be 1803 8th Street North, Jacksonville Beach, Florida 32250."

"EIGHTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

Nancy Leak

1803 8th Street North
Jacksonville Beach, Florida 32250

Frank Loiacono

1803 8th Street North
Jacksonville Beach, Florida 32250

(c) This amendment was adopted by unanimous consent of the Directors of this corporation and by the shareholders on the 5th day of March, 1997. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

BAGEL R US & DELI, INC.

By: Nancy Leak Pres
Nancy Leak, President

ATTEST: Frank Loiacono, Sec.
Frank Loiacono, Secretary
(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared NANCY LEAK, as President of BAGEL R US & DELI, INC., and known by me to be the person who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 15 day of March, 1997:

Samuel L. Leprell
Notary Public--State of Florida
Printed Name:
My Commission Expires:
My Commission Number is:



SAMUEL L. LEPRELL
MY COMMISSION # CC357888 EXPIRES
April 6, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BAGEL R US & DELI, INC.

The undersigned, being the President of the corporation,
hereby certifies that:

1. The name of the corporation is BAGEL R US & DELI, INC.
2. The corporation was formed pursuant to the filing of Articles of Incorporation in the office of the Secretary of State on the 24th day of January, 1997.
3. In accordance with Florida Statute Section 607.1003, the Shareholders and the Directors have approved the Amendment to the Articles of Incorporation as attached hereto and hereby made a part of this Amendment.

IN WITNESS WHEREOF, the parties hereto have affixed their hands this 15th day of March, 1997.

BAGEL R US & DELI, INC.

By: Nancy Leak
Nancy Leak, President

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared NANCY LEAK, as President of BAGEL R US & DELI, INC., to me well known and known by me to be the person who executed the above Certificate of Articles of Amendment on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 1st day of March, 1997.

SA 72561

Notary Public -- State of Florida
Printed Name: _____
My Commission Expires: _____
My Commission Number is: _____

Approved:

Nancy Leak

Nancy Leak
Director and Shareholder



SAMUEL L. LEPRELL
MY COMMISSION # CC357988 EXPIRES
April 5, 1998
BONDED THRU TROY FAIR INSURANCE, INC.