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P97000011525

May 20, 1997

Secretary of State ✓
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002226728--2
-06/30/97--0127--014
*****35.00 *****35.00

Re: Universal Restaurant, Corp.

Dear Sir:

Enclosed herewith please find the original and one (1) duplicate copy of the Amendment to the Articles of Incorporation of the above-captioned corporation.

Please record the Amendment to the Articles of Incorporation and return the copy to the undersigned.

A check is also enclosed for \$35.00 to cover the filing fee.

Very truly yours,


CARLOS M. RIPPES

CMR/mf
Enclosure

Carlos M. Rippes
gave authorization
to delete 1 in corporate
name. 7/7

ME 7/7

Amend

FILED
97 JUN 30 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNIVERSAL RESTAURANT CORP.**

FILED
97 JUN 30 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE 3 - PRINCIPAL OFFICE

The new address of the principal office of this Corporation is 17081 North Miami Avenue, Miami, Florida 33169.

ARTICLE 5 - OFFICERS

The new officers of the Corporation shall be:

President:	German Rodriguez
Vice-President:	Mirta Rodriguez
Treasurer:	German Rodriguez
Secretary:	Mirta Rodriguez

ARTICLE 6 - DIRECTOR(S)

The new director(s) of the Corporation shall be:

German Rodriguez
Mirta Rodriguez

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The new street address of the registered office of the corporation is 17081 North Miami Avenue, Miami, Florida 33169 and the new registered agent is GERMAN RODRIGUEZ.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, as follows:

On May 20, 1997 there was a special meeting of the Board of Directors and Shareholders of the corporation where a Transfer of Stock Agreement was entered into by ROMULO ABREU, ROBERTO RUIZ and GERMAN RODRIGUEZ and MIRTA RODRIGUEZ

THIRD: The date of each amendment's adoption was May 20 97, 1997. However retroactive effective date shall be March 12, 1997.

FOURTH: Adoption of Amendments was approved by the directors and shareholders. The number of votes cast for the amendments was sufficient for approval.

GR

R.A.

IN WITNESS WHEREOF, we have subscribed our names this _____ day of _____, 1997.

Romulo Abreu
ROMULO ABREU

Roberto Ruiz
ROBERTO RUIZ

German Rodriguez
GERMAN RODRIGUEZ

Mirta Rodriguez
MIRTA RODRIGUEZ

STATE OF FLA)
COUNTY OF DADE) ss.

BEFORE ME, the undersigned authority personally appeared ROMULO ABREU and ROBERTO RUIZ who after being first duly sworn upon their oath, deposes and says that they executed the foregoing Amendment to the Articles of Incorporation, and provided DRIVER LICENSE and PRISON KNOWLEDGE as proof of identifications and acknowledges that they have executed the same for the purpose contained therein.

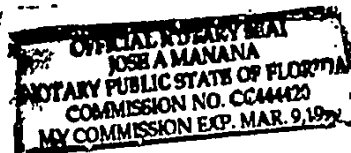
IN WITNESS WHEREOF, I hereunto set my hand and official seal the date first above written.

[Signature]
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

3/99

STATE OF FLORIDA)
COUNTY OF DADE) ss.



BEFORE ME, the undersigned authority personally appeared GERMAN RODRIGUEZ and MIRTA RODRIGUEZ who after being first duly sworn upon their oath, deposes and says that they executed the foregoing Amendment to the Articles of Incorporation, and provided

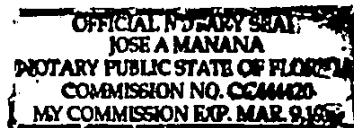
Florida Driver License and Prior Knowledge as proof of identifications and acknowledges that they have executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the date first above written.

My Commission Expires:

3/99


NOTARY PUBLIC
State of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.


GERMAN RODRIGUEZ

FILED
97 JUN 30 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA