

Document Number Only  
**PA7000001**

**9923**

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97 APR 29 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
**CORPORATION(S) NAME**

300002161743--3  
-05/01/97--01051--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

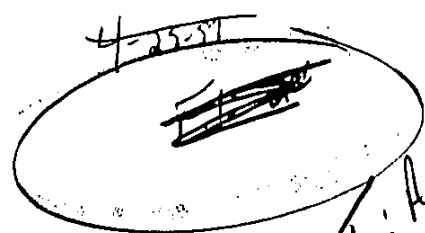
Name  
Change  
PB Acquisition Corp changed name to Amend  
Pop's Budget, Inc

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                        | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                       |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

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TALLAHASSEE, FLORIDA  
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ARTICLES OF AMENDMENT  
OF  
PBD ACQUISITION CORP.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA  
BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION  
ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS PBD ACQUISITION  
CORP.

SECOND: THE ARTICLES OF INCORPORATION OF THIS  
CORPORATION ARE AMENDED BY CHANGING THE  
ARTICLE NUMBERED FIRST SO THAT, AS AMENDED, SAID  
ARTICLE SHALL READ AS FOLLOWS:

THE CORPORATE NAME THAT SATISFIES THE  
REQUIREMENTS OF SECTION 607.0401 IS POP'S BAGEL  
DELI, INC.

THIRD: THE AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF THE CORPORATION SET FORTH ABOVE WAS  
ADOPTED ON APRIL 3, 1997.

FOURTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT  
WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT  
SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS  
NOT REQUIRED.

SIGNED ON APRIL 3, 1997.

PBD ACQUISITION CORP.

BY Howard Schindel  
HOWARD SCHINDEL, DIRECTOR