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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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OF COUNSEL:

ROBERT M. PALMER
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*ADMITTED IN NEW JERSEY ONLY

May 13, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RE: Eatertainment Enterprises, Inc. / Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith, please find an original and a copy of the Articles of Amendment to the Articles of Incorporation of Eatertainment Enterprises, Inc. relative to the above referenced transaction.

I have enclosed my Elk, Bankier, Palmer & Christu check in the amount of \$35.00 representing payment in full for the filing. Please return a stamped copy to me in the enclosed self addressed, stamped envelope provided for your convenience.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,

ELK, BANKIER, PALMER & CHRISTU

BY: 

SCOTT A. ELK, P.A.

SAE:jvh
Enclosures
sae/cater/scotysamd.wpd

N/C

VS MAY 26 1998

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*****35.00 *****35.00

FILED
MAY 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
EATERTAINMENT ENTERPRISES, INC.**

FILED
98 MAY 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article 1 of the Articles of Incorporation of EATERTAINMENT ENTERPRISES, INC., is hereby amended in its entity to read as follows:

"ARTICLE 1

The name of this Corporation shall be:

EATERTAINMENT INTERNATIONAL, INC."

2. The foregoing Amendment was adopted unanimously by all of the shareholders and all of the members of the Board of Directors of the corporation as of the 24th day of February, 1998, in accordance with Florida Statutes Section 607.1003.

3. As amended hereby, the Articles of Incorporation shall be, and remain, in full force and effect.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment to the Articles of Incorporation this 25TH day of February, 1998.

MARCH

EATERTAINMENT ENTERPRISES, INC.,
k/n/a EATERTAINMENT
INTERNATIONAL, INC.

By: 
STEVEN SPONDER, President


(CORPORATE SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **STEVEN SPONDER**, President of EATERTAINMENT ENTERPRISES, INC., k/n/a EATERTAINMENT

INTERNATIONAL, INC., known to me and known by me to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of ~~February~~, 1998.
MARCH


(Signature)
JUDITH G. SMITH
(Printed Name)

My Commission Expires:
My Commission No. is:



JUDITH G. SMITH
COMMISSION # CC 646629
EXPIRES MAY 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.