



**THE UNITED STATES
CORPORATION**
COMPANY

997000044206

ACCOUNT NO. : 072100000032

REFERENCE : 939084 4351A

AUTHORIZATION : Patricia Piggott

COST LIMIT : \$ 87.50

ORDER DATE : August 25, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 939084-005

CUSTOMER NO: 4351A

CUSTOMER: Benjamin P. Brown, Esq
Heinrich Gordon Hargrove Weihe
Suite 206
140 Royal Palm Way
Palm Beach, FL 33480

FILED
98 AUG 25 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002624569--7

DOMESTIC AMENDMENT FILING

NAME: PLANTATION DINING &
ENTERTAINMENT CORPORATION, INC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT & n/c
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 AUG 25 AM 11:31
DIVISION OF CORPORATION

See 8/26

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PLANTATION DINING & ENTERTAINMENT CORPORATION, INC.

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

FIRST: Amendment(s) adopted: The name of the corporation shall be changed to **PALM BEACH DINING & ENTERTAINMENT CORP.** Further, the address and name of the registered office and agent shall be **Benjamin P. Brown, Esq., c/o Heinrich Gordon Hargrove Weihe & James, P.A., 140 Royal Palm Way, Suite 206, Palm Beach, Florida 33480.**

SECOND: The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of each amendment's adoption: **June 1, 1998.**

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

 X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s).]

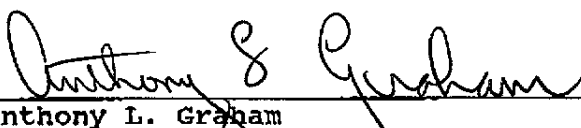
The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group

FILED
98 AUG 25 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 18TH day of August, 1998.

PALM BEACH DINING & ENTERTAINMENT CORP.

By: _____


Anthony L. Graham
President and sole director of
Plantation Dining and Entertainment
Corporation, Inc.

HEINRICH
GORDON
HARGROVE
WEIHE
& JAMES

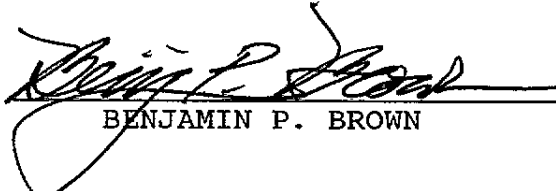
PROFESSIONAL ASSOCIATION
LAW OFFICES

August 24, 1998


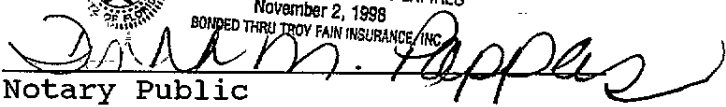
Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

NOTICE OF ACCEPTANCE

The undersigned hereby accepts appointment as Registered Agent
for PALM BEACH DINING & ENTERTAINMENT CORP.


BENJAMIN P. BROWN

SWORN TO AND SUBSCRIBED
before me this 24th day
of August, 1998.


DONNA M. PAPPAS
MY COMMISSION # CC418320 EXPIRES
November 2, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public

My Commission Expires:



DONNA M. PAPPAS
MY COMMISSION # CC418320 EXPIRES
November 2, 1998
BONDED THRU TROY FAIN INSURANCE, INC.