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December 22, 1998

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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*****43.75 *****43.75

To Whom It May Concern:

Enclosed please find for filing the ARTICLES OF AMENDMENT to the Articles of Incorporation, along with a check in the amount of \$43.75 to receive a CERTIFIED COPY of the ARTICLES OF AMENDMENT, for the following entity:

CYPRESS FROGGER'S, INC.
Document Number: P97000054638

Please call Beth Herzog at 222-7717, when the CERTIFIED COPY is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/srd
Enclosures
GHRCORP/GHR.22

N.C.

12-23-98
CC

RECEIVED
98 DEC 23 PM 1:48
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CYPRESS FROGGERS, INC.**

FILED
98 DEC 23 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Thomas E. McIntyre, being a member of the Board of Directors of CYPRESS FROGGERS, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation, pursuant to Section 607.1005 of the Florida Business Corporation Act, there being no shares of stock issued to date:

ARTICLE FIRST: The name of the Corporation is CYPRESS FROGGERS, INC.

ARTICLE SECOND: ARTICLE I of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE I in its entirety and restating it as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this corporation is CYPRESS RESTAURANT HOLDING COMPANY."

ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall become effective upon filing with the Florida Department of State.

ARTICLE FOURTH: The foregoing amendment to the Articles of Incorporation reflected in Article Second above was duly adopted and approved by the Board of Directors of the Corporation by written consent to action in lieu a of special meeting, dated as of December 21, 1998. The amendment was adopted without shareholder action, since no shares of stock have been issued to date. Therefore, pursuant to Section 607.1005 of the Florida Business Corporation Act, shareholder action is not required.

These Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.1005 and 607.1006 of the Florida Business Corporation Act.

