

P 97000060099

Richard P. Greene, P.A.

INTERNATIONAL BUILDING
2455 EAST SUNRISE BOULEVARD
SUITE 905
FORT LAUDERDALE, FLORIDA 33304
TELEPHONE: (954) 564-6616
FAX: (954) 561-0997

August 27, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*****35.00 *****35.00

Re: The Ultimate Science Fiction Cafe & Explorium, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene/evb

Richard P. Greene
For the Firm

RPG/evb
Enclosures

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

THE ULTIMATE SCIENCE FICTION CAFE & EMPORIUM, INC.

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 10th day of July, 1997 and assigned Document Number P97000060099, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 25th day of August, 1997, as follows:

ITEM 1

1. ARTICLE I - NAME AND ADDRESS is hereby amended to read as follows:

ARTICLES I
NAME AND ADDRESS

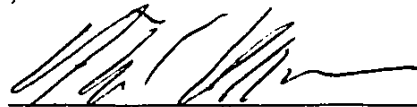
The name and address of the principal office and/or mailing address of the Corporation is as follows:

The Ultimate Science Fiction Cafe & Explorium, Inc.
1402 East Las Olas Boulevard
Suite 1038
Fort Lauderdale, Florida 33301

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 25th day of August, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 25th day of August, 1997.

By:



Mark Williams
President and Secretary