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NAME: THE ULTIMATE SCIENCE FICTION CAFE & EXPLORIUM

AUDIT NUMBER.....H98000021755

DOC TYPE.....BASIC AMENDMENT

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H98000021755

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

THE ULTIMATE SCIENCE FICTION CAFE & EXPLORIUM, INC.

The following provisions of the Articles of Incorporation of The Ultimate Science Fiction Cafe & Explorium, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on July 10, 1997, document number P97000060099, be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I

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

The Science Fiction Cafe, Inc.
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

The name and address of the current registered agent of the Corporation is Richard P. Greene, 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, FL 33304. Article VI of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE VI

The street address of the registered office of this Corporation is 110 SE 6th Street, 15th Floor, Fort Lauderdale, FL 33301 and the name of the registered agent of this Corporation at such address is Matthew Zifrony, Esq.

The street address of the Corporation's registered office and the street address of the business office of the Corporation's registered agent, as changed, are identical.

Article VII of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

Doc#: 162486 Ver#: 1 980017:0018

This document prepared by:
Matthew Zifrony, FL Bar No. 0885487
Tripp Scott
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301
(954)525-7500

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ARTICLE VII

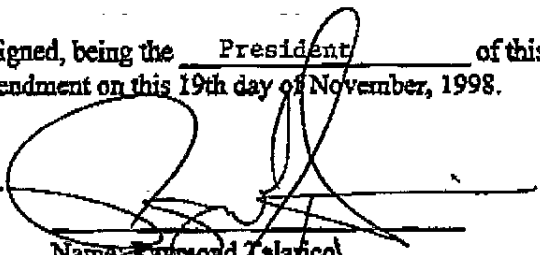
This Corporation shall have at least one (1) and no more than five (5) directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one (1). The names and addresses of the directors of the Corporation are as follows:

Raymond Talarico
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

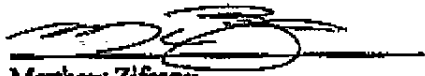
Glenn Jackson
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

The foregoing amendments were adopted by a Joint Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 19th day of November, 1998. The number of votes cast by the shareholders in favor of the foregoing amendments was sufficient to approve the foregoing amendments.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 19th day of November, 1998.


Name: Raymond Talarico
Title: President

THE UNDERSIGNED, named as the registered agent in this Amendment to the Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Matthew Zifrony