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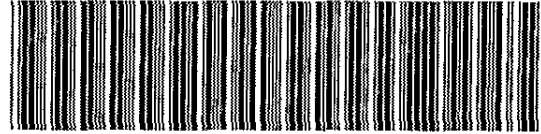
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TALLAHASSEE, FLORIDA

PS 9/5/06
Amend

PHELPS DUNBAR_{LLP}
COUNSELORS AT LAW

New Orleans, LA

Baton Rouge, LA

Houston, TX

London, England

P. RAGAN RICHARD
Partner

Admitted in Louisiana and Texas
(225) 376-0227
richardr@phelps.com

City Plaza • 445 North Boulevard • Suite 701

Baton Rouge, Louisiana 70802-5707

P. O. Box 4412

Baton Rouge, Louisiana 70821-4412

(225) 346-0285

Fax (225) 381-9197

www.phelpsdunbar.com

Jackson, MS

Tupelo, MS

Gulfport, MS

Tampa, FL

August 31, 2006

14482-0124

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amendment to Articles-U.S. Leader Restaurants, Inc.

Dear Sir or Madam:

Enclosed is the original Fourth Amendment to Articles of Incorporation of U.S. Leader Restaurants, Inc. along with a Firm issued check in the amount of \$52.50. Please file the articles, effective as of September 1, 2006, and return two (2) certified copies to us in the enclosed self-addressed FedEx envelope.

Should you have any questions or require any additional information, please contact my paralegal, Jeanne Bordelon at (225)376-0287.

Very truly yours,

PHELPS DUNBAR LLP



P. Ragan Richard

Enclosures

**Fourth Articles of Amendment
to
Articles of Incorporation
of
U.S. Leader Restaurants, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective as of September 1, 2006 and pursuant to the provisions of section 607.1006, Florida Statutes, U.S. Leader Restaurants, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

Recitals

- A. Articles of Incorporation for U.S. Leader Restaurants, Inc. were filed with the Secretary of State of Florida on September 22, 1997 (the "Initial Articles").
- B. The Articles were amended by the Certificate of Amendment to the Articles of Incorporation of U.S. Leader Restaurants, Inc. filed with the Secretary of State of Florida on December 5, 1997 (the "First Amendment").
- C. The Articles were then amended by the Certificate of Amendment to the Articles of Incorporation of U.S. Leader Restaurants, Inc. filed with the Secretary of State of Florida on December 8, 1997 (the "Second Amendment").
- D. The Articles were further amended by the Amendment to the Articles of Incorporation of U.S. Leader Restaurants, Inc. filed with the Secretary of State of Florida on December 8, 1997 (the "Third Amendment").
- E. The Initial Articles, First Amendment, Second Amendment and Third Amendment are collectively referred to herein as the "Articles."
- F. At a meeting held on September 1, 2006, the board of directors approved an amendment to cancel all preferred stock of the Corporation. All preferred stock previously issued has been redeemed and cancelled, including all 1997 Series Preferred Stock. Accordingly, the Corporation desires to amend its Articles and hereby enters into the Fourth Articles of Amendment to Articles of Incorporation to provide as follows:

Amendment

1. Article I is hereby amended and replaced in its entirety as follows:

"ARTICLE I

Name and Address

The name of this Corporation shall be U.S. Leader Restaurants, Inc. and its physical and mailing address shall be 9400 S. Dadeland Blvd., Suite 720, Miami, FL 33156."

2. Article IV is hereby amended and replaced in its entirety as follows:

"ARTICLE IV

Capital Stock

1. Number and Class Of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of Stock</u>
7,500 - Voting	No Par Value	Common

The consideration for all of the above stock shall be payable in cash, property (tangible or intangible), labor or services in lieu of cash (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

4. Restrictions on Transfer of Common Stock. A restriction on the transfer of Common Stock of the Corporation is permitted. All certificates evidencing and representing the restricted shares of Common Stock shall have a legend conspicuously noted thereon referring to such restriction."

3. Article VI is hereby amended and replaced in its entirety as follows:

"ARTICLE VI

Board Of Directors

The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The names and street addresses of the current directors and officers of the Corporation are:

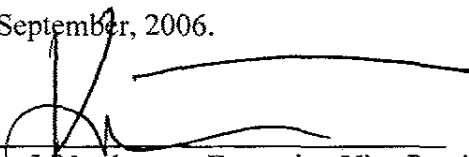
Robert S. Berg	9400 S. Dadeland Blvd., Suite 720 Miami, FL 33156	Director and CEO
Steven M. Wemple	9400 S. Dadeland Blvd., Suite 720 Miami, FL 33156	Director and President / Secretary
Kara S. Nordstrom	9400 S. Dadeland Blvd., Suite 720 Miami, FL 33156	Director and Executive Vice President

Directors may be removed with or without cause."

4. The date of this amendment is September 1, 2006.
5. This amendment was approved by the board of directors of the Corporation at its meeting held on September 1, 2006. The amendment was unanimously approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
6. In all other respects the Articles of Incorporation of the Corporation shall remain the same and the undersigned hereby confirms the Articles of Incorporation, as amended by these Fourth Articles of Amendment to Articles of Incorporation, and agree to abide by the terms and conditions thereto.

Signatures on Following Page

Thus done and signed on this 1st day of September, 2006.



Kara J. Nordstrom, Executive Vice President