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September ³³21, 2000

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*****35.00 *****35.00

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

FILED
SECRETARY OF CORPORATIONS
00 SEP 26 PM 5:01

RE: Amendment - Jazz Club Investors, Inc.

Gentlemen:

Enclosed herewith please find original Second Articles of Amendment to Articles of Incorporation of Jazz Club Investors, Inc. In addition you will find Ira C. Hatch, P.A. Trust Account Check No. 6308 in the amount of \$35.00 which represents your fee for filing of the same.

Thank you for your attention to this matter.

Very truly yours,

Robert J. Gorman

Robert J. Gorman

RJG/kjb

Enclosures

Amend

10/4/00

KR

**Second Articles of Amendment to Articles of Incorporation
of
JAZZ CLUB INVESTORS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 27 PM 5:01

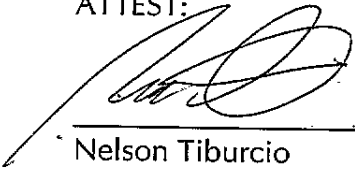
The undersigned corporation, acting by and through its sole Director and Shareholder having adopted resolutions for the same hereby amends the Articles of Incorporation of JAZZ CLUB INVESTORS, INC., as amended by Articles of Amendment filed August 25, 1999 as follows:

Article V of the Articles of Incorporation filed January 20, 1998 are restored and restated, revoking the Third Article of the Amendment dated August 25, 1999.

The reason for the change is that the Third Article of the Amendment filed August 25, 1999 changing the original Article V has never been implemented and at all times the capital stock of the corporation issued has remained the same as prior to said Articles of Amendment.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 19th day of ~~August~~ ^{Sept.}, 2000.

ATTEST:


Nelson Tiburcio
Secretary


Nelson Tiburcio
President

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared NELSON TIBURCIO, President and Secretary of JAZZ CLUB INVESTORS, INC., who is ☒ personally known to me or ☐ has produced _____ as identification, and who ☐ did ☐ did not take an oath, and who subscribed the above Second Amendment to Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he executed the same by the authority vested in him by said Corporation, and the corporate seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal, in the County and State last aforesaid this 19th day of ~~August~~ ^{Sept.}, 2000.



My Commission Expires


Notary Public

DIRECTOR'S CONSENT TO CORPORATE ACTION

The undersigned, being the Directors of JAZZ CLUB INVESTORS, INC., do hereby consent to, and hereby take the following corporate action and adopt the following Resolutions hereinafter set forth.

RESOLVED, that the Corporation has not undertaken to recapitalize either by its accounting or by the issuance of new certificates or adoption of a new form of stock certificate, the Amendment to Article V of the Articles of Incorporation as set forth in Article Third of the Articles of Amendment to the Articles of Incorporation dated August 3, 1999 and filed with the office of the Secretary of State, Division of Corporations August 25, 1999; and

RESOLVED FURTHER, that the stock of the corporation as issued has been subject to an escrow held by Escrow Agent, Keith A. James, Esq., P.A., thereby restricting any recapitalization; and

RESOLVED FURTHER, that the sole shareholder remains Nelson Tiburcio, owner of 100 shares of common stock \$.01 par; and

RESOLVED FURTHER, that the Corporation shall and does hereby direct the President of the Corporation and Secretary to file further amendments to the Articles of Incorporation restoring the original capitalization of 10,000 authorized shares of \$.01 par value stock recognizing that the certificates held by the Corporation and the only issued and outstanding certificate representing outstanding shares of Corporation reflect such initial capitalization and that no certificates or shares, issued and outstanding or otherwise, reflect any other capitalization.

DATED this 29th ^{Sept.} day of ~~August~~, 2000.


NELSON TIBURCIO, Director