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December 16, 1997

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida

500002374885--3
-12/17/97--01060--005
*****35.00 *****35.00

Re: Amendment of Articles of Incorporation,
Phoenix of Davie, Inc.

Dear Sirs and Mesdames:

We enclose an original and copy of a Certificate of Amendment as shown above
and a check to your order for the filing fee in the amount of \$35.00

Please file the original Certificate, stamp an acknowledgment of filing on the copy
and return it via Federal Express using the enclosed shipping label. Thank you.

Very truly yours,


Theodore Daniels

td/mt
8994

FILED
97 DEC 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

DEC 22 1997

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHOENIX OF DAVIE, INC.**

FILED
97 DEC 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the president and sole incorporator of Phoenix of Davie, Inc., hereby states as follows:

1. The name of the corporation is Phoenix of Davie, Inc. The Articles of Incorporation were filed on December 4, 1997.

2. The Articles of incorporation are to be amended by deleting the entire text contained in "ARTICLE VI PURPOSE" and substitute in its place and stead:

"ARTICLE VI - PURPOSE This corporation is a single purpose corporation formed solely for the purpose of operating Burger King Restaurants."

3. This amendment does not provide for an exchange or reclassification of the corporation's shares of stock.

4. This amendment was adopted by the shareholders and the sole incorporator at a meeting thereof held on December 15, 1997.

5. There are no separate shareholder voting groups entitled to vote separately on this amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed this Amendment to the Articles of Incorporation this 15th day of December, 1997.



Glenn Levins
President and Sole Incorporator