

P98000000212

STEIN, ROSENBERG & WINIKOFF

Professional Association

SEVENTH FLOOR

4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN
ARTHUR R. ROSENBERG
JEFFREY A. WINIKOFF
KURT D. ZIMMERMAN
GARY M. MILLER
CRAIG D. STEIN

July 24, 1998

FILED
98 AUG -5 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(4) 772-5151
(3) 772-4224

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314
Attention: Amendment Section

700002600957--4
-07/28/98--01090--003
*****35.00 *****35.00

Re: Americorp Video Technology, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Amendment and Certificate of Secretary to be filed in regards to the above-referenced corporation. I have also enclosed a check in the amount of \$35.00 for the cost of filing the Articles of Amendment.

Additionally, I have enclosed a copy of the resignation of Michael Greto, prior Secretary of the company. Tara Christie is now the President, Secretary and Treasurer of Americorp Video Technology, Inc.

Should you have any questions, please feel free to contact me.

Very truly yours, _____

Arthur R. Rosenberg

ARTHUR R. ROSENBERG

ARR\dc
Enclosures

W 98 000017251

N.C.
8-5-98
CC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 29, 1998

STEIN, ROSENBERG & WINIKOFF
ARTHUR ROSENBERG
4875 NORTH FED. HIGHWAY
FT. LAUDERDALE, FL 33308

SUBJECT: AMERICORP VIDEO TECHNOLOGY, INC.
Ref. Number: P98000000212

We have received your document for AMERICORP VIDEO TECHNOLOGY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your corporate name is unavailable. Chapter 607.0401(4), Florida Statutes states corporate names "must be distinguishable from the names of all other entities or filings organized or registered under the laws of this state, which names are on file with the Division."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 198A00039925

ARTICLES OF AMENDMENT

AMERICORP VIDEO TECHNOLOGY, INC.

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation is hereby amended as follows:

1. Article I is hereby amended to read as follows:

ARTICLE I

THE NAME OF THE CORPORATION IS GOLDEN SUN RESTAURANT GROUP, INC.

2. The foregoing amendment was adopted by written consent of all the Stockholders and Directors entitled to vote thereon, pursuant to Florida Statutes §607.1003, at a meeting held on the 3rd day of August, 1998.

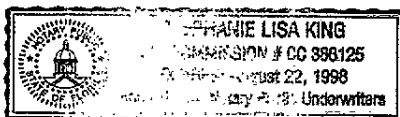

TARA CHRISTIE,

STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4th day of August, 1998, by TARA CHRISTIE, Secretary of AMERICORP VIDEO TECHNOLOGY, INC., a Florida corporation, on behalf of the corporation.


NOTARY PUBLIC

My commission expires:



FILED
98 AUG -5 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF SECRETARY

I, the undersigned Secretary of AMERICORP VIDEO TECHNOLOGY, INC., hereby certify that a Meeting duly held on the 3rd day of August, 1998, at which I was present, the following resolution was unanimously adopted:-----

RESOLVED, that the name of the corporation is hereby changed to GOLDEN SUN RESTAURANT GROUP, INC., by Articles of Amendment which have been filed with the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

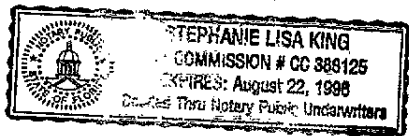

TARA CHRISTIE

STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4th day of August, 1998 by TARA CHRISTIE, Secretary of AMERICORP VIDEO TECHNOLOGY, INC., a Florida corporation, on behalf of the corporation, who is personally known or had produced _____ as identification.

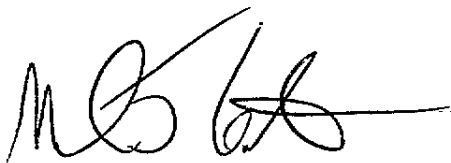

NOTARY PUBLIC

My commission expires:



May 5, 1998

I, Michael J. Greto hereby disavow any interest, express or implied, in Americorp Video Technology, Inc. or its successor Golden Sun, Inc.

A handwritten signature in black ink, appearing to read 'MJ Greto', followed by a long horizontal flourish.

Michael J. Greto