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PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

May 3, 2001

FILED
01 MAY -7 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: P.J. Skinny's, Inc.

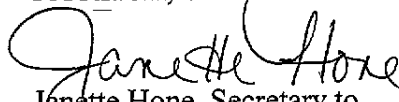
400004138924--3
-05/07/01--01141--011
*****35.00 *****35.00

Dear Secretary of State:

Enclosed please find an original and copy of the Articles of Amendment to Articles of Incorporation to be filed with your office, along with a check in the amount of \$35.00 made payable to the Secretary of State. Please return a file stamped copy to our office in the enclosed postage prepaid envelope.


Thank you for your assistance in this matter.

Sincerely yours,
PAULICH, SLACK & WOLFF, P.A.


Janette Hone, Secretary to
Jerald R. Pitkin, Esq.

JRP:jnh
Enclosures

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Q. COULLETTE MAY 16 2001

JERALD R. PITKIN

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
P.J. SKINNY'S, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, P.J. SKINNY'S, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: ARTICLE I is amended to state that the NAME of this Corporation shall be:

PJR VENTURES, INC.

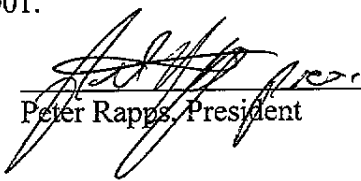
ARTICLE I is amended to state that the principal place of business and mailing address of this Corporation shall be:

147 Napa Ridge Way, #4
Naples, Florida 34119

SECOND: The foregoing Amendment to the Articles of Incorporation was approved by unanimous consent of the Shareholders and Directors, and adopted by the Shareholders and Directors entitled to vote, on the 2nd day of May, 2001, in the manner prescribed by the Florida Corporation Act.

THIRD: This Amendment shall be effective immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on this 2nd day of May, 2001.



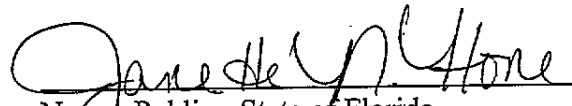
Peter Rapps, President

STATE OF FLORIDA

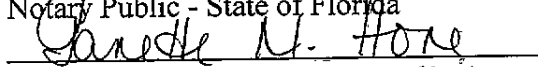
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of May, 2001, by Peter Rapps, President of P.J. Skinny's, Inc., a Florida corporation, on behalf of the corporation, who is

(X) personally known to me or who () produced _____ as identification.



Notary Public - State of Florida



Printed Name of Notary

My Commission Expires:



Janette N Hone

My Commission CC864694

Expires August 19, 2003

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