

P 980000/6105

Gary S. Edinger

Attorney at Law

GSEdinger@aol.com

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

March 5, 2002

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
02 MAR - 6 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Amendment for:

SUNSHINE OUTDOOR OF FLORIDA, INC.

CAFE EROTICA / WE DARE TO BARE / ADULT TOYS / GREAT
FOOD / EXIT 94, INC.

000005049920--1
-03/06/02--01040--016
*****87.50 *****43.75

Dear Sir or Madam:

With respect to each of the above-referenced corporations you will find enclosed an original and one copy of the Articles of Amendment. The Articles amend the authorized stock of each corporation. Also enclosed are two separate checks, each in the amount of \$87.50, representing payment of the following items:

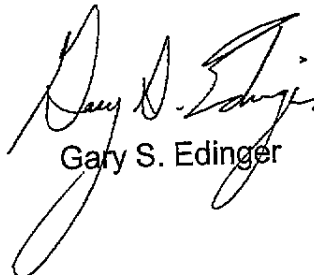
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
TOTAL	\$87.50

000005049920--1
-03/06/02--01040--016
*****87.50 *****87.50

Please file each of the enclosed Articles of Amendment and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

gse
Enclosures

Ps 3/8/02
Amend.

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CAFE EROTICA / WE DARE TO BARE / ADULT TOYS /
GREAT FOOD / EXIT 94, INC.**

FILED

02 MAR -6 PM 2:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment to the Articles of Incorporation of CAFE EROTICA / WE DARE TO BARE / ADULT TOYS / GREAT FOOD / EXIT 94, INC. were adopted by the Board of Directors and Shareholders of the Corporation on May 24, 2000, at a duly constituted special meeting of the said Directors and Shareholders. Accordingly, the Board of Directors and Shareholders do hereby amend, by unanimous vote (which vote is sufficient to approve an amendment), the Articles of Incorporation of CAFE EROTICA / WE DARE TO BARE / ADULT TOYS / GREAT FOOD / EXIT 94, INC., as more fully set forth hereinbelow, which Amendment shall become effective as of May 24, 2000.

ARTICLE I


2. Article III of the Articles of Incorporation of CAFE EROTICA / WE DARE TO BARE / ADULT TOYS / GREAT FOOD / EXIT 94, INC. is amended to read as follows:

"Capital Stock. The corporation is authorized to issue 1,000 shares of Class A common stock and 1,000 shares of Class B common stock. All stock shall have a par value of one mil (\$.001) per share. The Class B shares shall be the same as the Class A shares in all respects except that the Class A shares shall be voting shares and the Class B shares shall be nonvoting shares."


ARTICLE II

The existing issued stock shall be redeemed for Class B non-voting stock. Shares of Class A voting stock shall be issued upon the affirmative vote of two-thirds (2/3) of the Board of Directors.

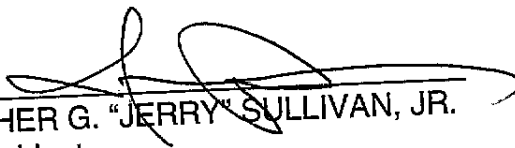
APPROVED by the Shareholder and Director and certified by the President and Secretary of the Corporation this 27th day of May, 2000.



ASHER G. "JERRY" SULLIVAN, JR.
Director




ASHER G. "JERRY" SULLIVAN, JR.
As Trustee of the
ASHER G. "JERRY" SULLIVAN, JR.
REVOCABLE MASTER TRUST
Shareholder



ASHER G. "JERRY" SULLIVAN, JR.
President

CERTIFIED:



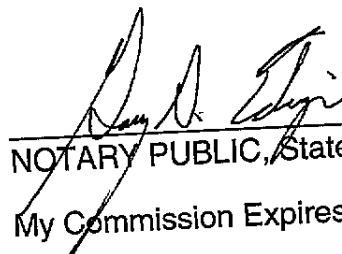
ASHER G. "JERRY" SULLIVAN, JR.
Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

SWORN TO and subscribed before me by ASHER G. "JERRY"
SULLIVAN, JR., who is personally known to me and who did not take an oath
this 24th day of May, 2000



Gary S Edinger
My Commission **CC829776**
Expires May 22, 2003



NOTARY PUBLIC, State of Florida

My Commission Expires: