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Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PAPA JOE'S PIZZA & PASTA, INC.**

|                       |         |
|-----------------------|---------|
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*Amend*

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF CORPORATION  
OF  
PAPA JOE'S PIZZA & PASTA, INC.  
(P98000020137)

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11 MAY -5 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (indicate article numbers being amended, added or deleted)

Directors shall now read as follows:

**Delete:** Title: P/D  
EDGAR MEJIA  
19361 S. DIXIE HIGHWAY  
MIAMI, FL 33157 US

**ADD:** Title: PD  
CALOGERO SANTAGATI  
19361 S. DIXIE HIGHWAY  
MIAMI, FL 33157 US

**ADD:** Title: VPD  
CARMELO L. CARLA  
19361 S. DIXIE HIGHWAY  
MIAMI, FL 33157 US

**NEW REGISTERED AGENT**

**CALOGERO SANTAGATI  
19361 S. DIXIE HIGHWAY  
MIAMI, FL 33157 US**

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as following:

The date of each amendment's adoption is on May 4, 2011.

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**THIRD: Adoption of Amendment:**

- X   The amendment(s) was / were approved by the shareholders. The number of votes cast for he amendment(s) was / were sufficient for approval.
- The amendment(s) was / were approved by the shareholders through voting groups. The following statement must be separately for each voting groups entitled to vote separately on the amendment(s).
- The number of votes cast for the amendment(s) was / were sufficient for approval by \_\_\_\_\_.
- The amendment(s) was / were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was / were adopted by the incorporator without shareholder action and shareholder action not required.

Signed this 4 day of May, 2011 By the Chairman or Vice Chairman of the Directors, President or other officer if adopted by the shareholders or By a director if adopted the Directors or an Incorporator if adopted by the Incorporators.

Title:

PD

  
CALOGERO SANTAGATI

Heaving been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Registered Agent Signature