

P98000031799

Law Offices

R. KEITH ALLEN

Attorney and Counselor at Law

May 14, 1998

The Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Amendment Section

RE: PIZZA CONCEPT, INC.
Document No. P98000031799

600002539406--9

-05/28/98--01082--002

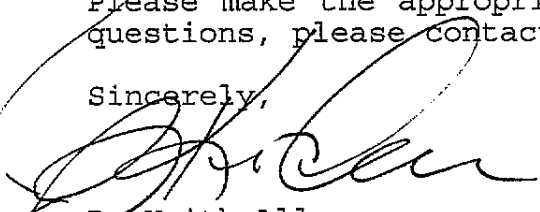
*****35.00 *****35.00

Dear Sir or Madame:

I enclose herewith the executed Amendment of the Articles of Incorporation which were filed in April of 1998 for the above referenced corporation. I also enclose my check for \$35.00 which represents the Amendment fee.

Please make the appropriate changes and if you have any further questions, please contact me at your convenience.

Sincerely,


R. Keith Allen

RKA/dce

FILED
98 JUN 29 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Diana Enrique authorized
to take were initial out
3 out Article VII & VIII*

*Amend
WFT 6-30-98*

~~*989,661,580,547,671*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

R. Keith Allen, Esquire
4675 Ponce De Leon Blvd., Suite 302
Miami, FL 33146

SUBJECT: PIZZA CONCEPT, INC.
Ref. Number: P98000031799

We have received your document for PIZZA CONCEPT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 498A00031908

Law Offices
R. KEITH ALLEN
Attorney and Counselor at Law

June 26, 1998

Louise Fleming-Jackson
Corporate Specialist Supervisor
Amendment Section
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: PIZZA CONCEPT, INC.
Document No. P98000031799

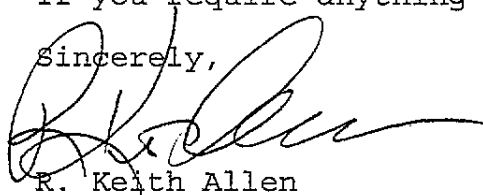
Dear Ms. Fleming-Jackson:

In confirmation of our telephone conversation on Friday, June 26, 1998, I am enclosing the corrected Amendment in accordance with the requirements set out in your letter of June 5th.

Please process this as soon as possible as my client is unable to obtain bank account and sales tax numbers until the Amendment reflecting the change of the Director to his name has been accomplished.

If you require anything further, please contact me.

Sincerely,



R. Keith Allen

RKA/dce

FILED

98 JUN 29 AM 11:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
PIZZA CONCEPT, INC.

COMES NOW, the current President and gives notice of an Amendment to the Articles of Incorporation of PIZZA CONCEPT, INC., a Florida Corporation, and amends the following Articles:

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have one director ~~initially~~, the number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the ~~initial~~ Director of this Corporation is:

TOMASO PENZA
8505 Mills Drive-Suite 227
Miami, FL 33183

ARTICLE VII - REGISTERED OFFICE AND AGENT

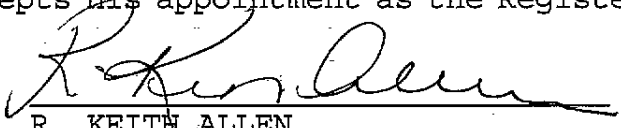
The street address of the ~~initial~~ registered office and principal office of this Corporation is: 4675 Ponce de Leon Boulevard, Suite 302, Miami, FL 33146 and the name of the initial Registered Agent of this Corporation at that address is R. KEITH ALLEN.

There are no further Amendments at this time. This matter came before vote on May 14, 1998, there being a quorum present, a sufficient number of votes were cast for approval of the amendment. All shareholders entitled to vote were present and cast their vote.

SO AMENDED This 14th Day of May, 1998.


TOMASO PENZA, President,
Chairman of the Board of Directors

The Registered Agent accepts his appointment as the Registered Agent of this Corporation.


R. KEITH ALLEN