

ATTORNEY AT LAW

JAMES C. BARTH

June 26, 1998

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Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

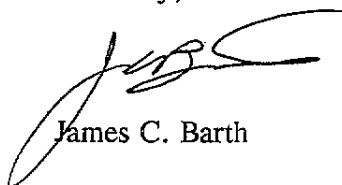
RE: Beach Bagels, Inc.
Bagels At The Beach, Inc.
Articles Of Amendment

100002574721--2
-06/29/98--01059--005
*****35.00 *****35.00

To Whom It May Concern:

Enclosed are the original Articles Of Amendment To Articles of Incorporation for Beach Bagels, Inc., n/k/a Bagels At The Beach, Inc. Also enclosed is a check in the amount of \$35.00 to cover the filing fee. Feel free to call me if you have any questions.

Sincerely,


James C. Barth

JCB:cab

Enclosures

APPROVED
AND
FILED
98 JUN 29 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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nc/cu
6-29-98

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BEACH BAGELS, INC.**

Pursuant to the provisions of §607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Article I is amended to read: The name of this corporation shall be BAGELS AT THE BEACH, INC.


SECOND:

This amendment's adoption is effective June 26, 1998.

THIRD:

This amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.


Signed this 26th day of June, 1998.


PEGGY P. BROCKMAN
Title: Vice President

STATE OF FLORIDA
COUNTY OF WALTON

BEFORE ME the undersigned authority, personally appeared PEGGY P. BROCKMAN, who is to me well known to be the person described in and who subscribed the above Articles Of Amendment To Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin, in said County and State this 26th day of June, 1998.


Notary Public, State of Florida



Sycondia J. Barth
MY COMMISSION # CC719548 EXPIRES
April 11, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 29 PM 1:14

APPROVED
AND
FILED