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 Tallahassee, Florida 32301
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824589/4375C

December 1, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Beef Country Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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 *****43.75 *****43.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED
 00 DEC - 1 AM 11: 08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Q. COULLETTE DEC 0 1 2000

FILED
DEC - 1 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
BEEF COUNTRY, INC.

To: Department of State
Tallahassee, FL 32314

Pursuant to the provisions of Florida Statutes 607.1006, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1) The name of the corporation is **BEEF COUNTRY INC.**

2) The following amendments of the articles of incorporation were adopted by the shareholders and directors of the corporation on November 30, 2000 in the manner prescribed by the Florida Business Corporation Act:

That the name of the corporation, **BEEF COUNTRY, INC.** shall be amended to **BARUFALDI ENTERPRISES, INC.**

3) The number of shares of the corporation outstanding at the time of adoption was one hundred (100); and the number of shares entitled to vote on the amendments was one hundred (100).

4) The designation and number of outstanding shares of each class entitled to vote on the amendments as a class were as follows:


One Hundred Shares (100)	Common	Held by JAMES R. BARUFALDI and SHERRY L. MUNROE, Husband and Wife as Joint Tenants by the entities
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5) The number of shares voted for the amendment was One Hundred (100) and

the number of shares voted against the amendment was Zero (0).

6) The number of shares of each class entitled to vote as a class voted for and against the amendment, respectively, was:

Common	For 100	Against 0
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JAMES R. BARUFALDI
President
Shareholder

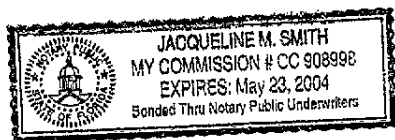

SHERRY L. MUNROE
Shareholder

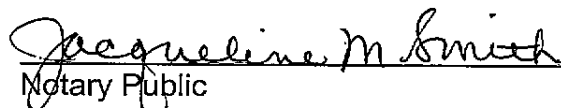
STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a person duly authorized to administer oaths and take acknowledgments personally appeared **JAMES R. BARUFALDI** and **SHERRY L. MUNROE** persons well known to me who were placed under oath administered in due form of law and who swears that they voluntarily signed the foregoing Articles for the reasons stated herein.

SWORN to and SUBSCRIBED before me this 30th day of November, 2000.

My Commission Expires:




Notary Public
Jacqueline M. Smith
Printed Name