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P98000077944

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BASIC AMENDMENT
GLOBAL PIZZA CORPORATION

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
GLOBAL PIZZA CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporations Act, the undersigned, being the President of Global Pizza Corporation a corporation organized and existing under the laws of the State of Florida (the "Corporation") and bearing document number P98000077944, does hereby certify:

FIRST: That the following resolutions were adopted by the Corporation's Board of Directors and the holders of a majority of the voting capital stock of the Corporation:

WHEREAS, the Corporation is authorized to issued up to 10,000,000 shares of Common Stock, par value \$.001 per share and 1,000,000 shares of Preferred Stock, par value \$.001 per share; and

WHEREAS, the Corporation currently has 8,935,000 shares of Common Stock and no shares of Preferred Stock issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall effect a reverse split of its Common Stock on a ratio of twenty for one (20:1) by decreasing the number of its issued and outstanding shares of its Common Stock held by its stockholders of record on January 29, 2004, from 8,935,000 shares to approximately 446,750 shares, subject to rounding as set forth below; and

SECOND: Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of Common Stock, par value \$.001 per share, and 1,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given. Effective as of the effective date of this Amendment.

On the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida, every twenty (20) issued and outstanding shares of

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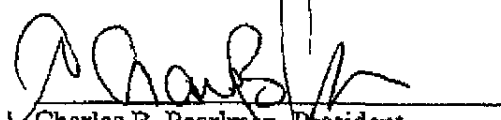
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the Corporation's previously authorized Common Stock, par value \$.001 per share (the "Old Common Stock") shall be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock, par value \$.001 (the "New Common Stock"). Each certificate representing shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person of record on January 29, 2004, holding a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled. No cash will be paid or distributed as a result of aforescribed reverse stock split of the Corporation's Common Stock, and no fractional shares will be issued. All fractional shares which would otherwise be required to be issued as a result of the stock split will be rounded up to the nearest whole share.

THIRD: Pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the foregoing amendment was adopted by the Board of Directors and a majority of the holders of the voting capital stock of the Corporation on January 29, 2004. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed this Articles of Amendment to the Corporation's Articles of Incorporation this 5th day of February 2004.

GLOBAL PIZZA CORPORATION


Charles B. Pearlman, President