

P98000086933

LAW OFFICES OF
KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.
Gregory C. Roberts

Telephone (941) 485-7705
Fax (941) 488-9109

December 14, 1998

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

200002715272--5
-12/17/98--01125--003
*****43.75 *****43.75

Re: Grand Lake R.V. Resort, Inc.

Gentlemen:

Enclosed please find one original and one copy of Articles of Amendment to Articles of Incorporation of Grand Lake R.V. Resort, Inc., amending the original Articles to change the corporate name to ALL YOU CAN EAT, II, INC. Also enclosed you will find our check in the amount of \$43.75 which covers \$35.00 for the filing fee and \$8.75 for a certified copy of the Amended Articles.

Please return a certified copy of the Amended Articles to our office at the address listed above.

Thank you for your kind attention. If you have any questions or need additional information, please feel free to contact me.

Kind regards.

Very truly yours,

Robert T. Klingbeil, Jr.

RTK/nsd
enclosures
cc: Mr. Michael D. Levine, w/o enc.

levine\artamd.ltr

FILED
98 DEC 17 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Man gave Authorization to delete
the words "initially" and "first"
in the Document. 12/30 JT

VS DEC 30 1998

Amend. & N/C

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GRAND LAKE R.V. RESORT, INC.

FILED
98 DEC 17 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the sole Incorporator of Grand Lake R.V. Resort, Inc., a Florida corporation, hereby certify that no shares of stock have been issued in the corporation, and that pursuant to Section 607.1005, Florida Statutes, shareholder action was not required to amend these Articles, and that the following Amendment to the Articles of Incorporation was duly adopted by the sole Incorporator on the 14th day of December, 1998.

Effective December 14, 1998, the current Article I was deleted in its entirety, and the following substituted in its place:

"ARTICLE I

CORPORATE NAME

The name of the Corporation is:

ALL YOU CAN EAT, II, INC."

Effective December 14, 1998, the current Articles V through VIII were deleted in their entirety, and the following substituted in their place:

"ARTICLE V

ADDRESS

The street address of the principal office of this corporation is:

395 Commercial Court
Venice, Florida 34292

The directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI.

DIRECTORS

This corporation shall have three (3) directors, ^{VS} ~~initially~~.
The number of directors may be increased from time to time, by Bylaws adopted by the stockholders.

ARTICLE VII.

^{VS} ~~INITIAL~~ DIRECTORS AND OFFICERS

The names and post office addresses of the members of ^{THE} ~~first~~ ^{VS} Board of Directors and ~~first~~ officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael D. Levine	395 Commercial Court Venice, Florida 34292	Director/ President
Elizabeth Levine	395 Commercial Court Venice, Florida 34292	Director/ Treasurer/ Secretary
William F. Blake, II	395 Commercial Court Venice, Florida 34292	Director/ Vice- President

ARTICLE VIII.

SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock they agree to take, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Michael D. Levine	395 Commercial Court Venice, Florida 34292	60
Elizabeth Levine	395 Commercial Court Venice, Florida 34292	35
William F. Blake, II	395 Commercial Court Venice, Florida 34292"	5

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 14th day of December, 1998.


Robert T. Klingbeil, Jr. Incorporator

levine\amend.art