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March 4, 1999

Florida Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation of:
FRED FLEMING'S FAMOUS BAR-B-Q, INC.

Greetings:

Enclosed is the Articles of Amendment to Articles of Incorporation of the above named corporation.

Please file the original and ensure that all references in the Articles of Incorporation are changed to the new name.

Enclosed is a check for \$35.00 for the filing fee.

500002797515--5
-03/08/99-01092-015
*****35.00 *****35.00

Very truly yours,

FOSTER AND FOSTER



D. William Foster

NC
3-10-99
BWS

DWF:tra
Enclosures
Check: \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -8 PM 2:20

FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRED FLEMING'S FAMOUS BAR-B-Q, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -8 PM 2:20

FILED

FREDERICK FLEMING, being the sole Director and Incorporator of FRED FLEMING'S FAMOUS BAR-B-Q, INC., hereby certifies that in compliance with the provisions of Florida Statutes §607.1006, the following Amendment to the Articles of Incorporation of FRED FLEMING'S FAMOUS BAR-B-Q, INC., was duly adopted on February 25, 1999, by the sole Director and Incorporator without shareholder action, as shareholder action was not required, and in the manner prescribed by the Florida Business Corporation Act, to wit:

IT IS HEREBY RESOLVED that the name of the corporation be changed to **FRED'S FAMOUS BAR-B-QUE AND BREWERY, INC.**, and that ARTICLE II. NAME, of the Articles of Incorporation be amended to read as follows:

ARTICLE II - NAME

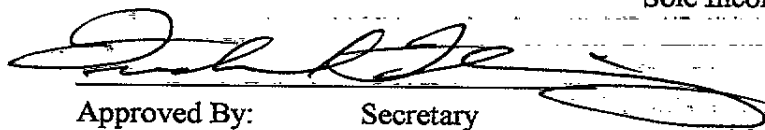
The name of the corporation shall be:

FRED'S FAMOUS BAR-B-QUE AND BREWERY, INC., and all references in these Articles of Incorporation to the name of the corporation shall be changed to **FRED'S FAMOUS BAR-B-QUE AND BREWERY, INC.**

In all other respects the Articles of Incorporation remain the same as filed.

Dated this 25th day of February, A.D. 1999.


FREDERICK FLEMING
Sole Incorporator and Director


Approved By: Secretary

**Articles of Amendment to Articles of Incorporation of
FRED'S FAMOUS BAR-B-QUE AND BREWERY, INC.**

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STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared FREDERICK FLEMING, to me known to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation of FRED'S FAMOUS BAR-B-QUE AND BREWERY, INC., who after being by me first duly sworn deposes and says that he is the sole incorporator and Director of said corporation, and the foregoing Articles of Amendment, executed by him are true and correct and are the act and deed of said corporation.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida this 25th day of February, A. D. 1999.



Notary Public, State of Florida

