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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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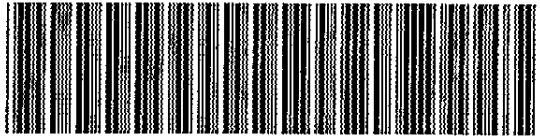
(Business Entity Name)

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TALLAHASSEE FLORIDA

N/C

T BROWN FEB 19 2003

J. DANIEL BREDE

Professional Association

Attorney at Law

**Suite 201, East Building
1900 N. W. Corporate Blvd.
Boca Raton, Florida 33431**

Telephone (561) 241-8996

Facsimile (561) 241-7859

February 10, 2003

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32399

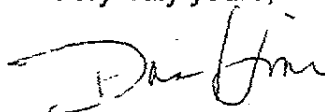
RE: ZOOMZ RESTAURANT, INC.
NAME CHANGE TO: RUSTICA RESTAURANT, INC.

Dear Sir/Madam:

Enclosed you will find an original and one (1) copy of the ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION for the above referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 to cover the required filing fees. Please date-stamp the enclosed copy of the ARTICLES OF AMENDMENT and return same to me in the envelope provided for your convenience.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



J. DANIEL BREDE

JDB:jmr
Enclosures

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ZOOMZ RESTAURANT, INC.**

Pursuant to Florida Statutes Section 607.1003 and 607.0704, the Articles of Incorporation of ZOOMZ RESTAURANT, INC. are hereby amended pursuant to a written consent in lieu of a meeting executed by the holders of all the Corporation's common stock and all the Corporation's Directors on the 3 day of Feb, 2003, as follows:

ITEM 1

1. Name. ARTICLE I is hereby amended to read as follows:

**ARTICLE I
NAME**

The name of the corporation is RUSTICA RESTAURANT, INC.

These Articles of Amendment to the Articles of Incorporation were adopted by the Directors and Shareholders with the number of votes cast by such Directors and Shareholders being sufficient for approval, by consent resolution on the 3 day of FEB, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 3 day of Feb, 2003.



JAMES K. TAUBE, President

ATTEST:



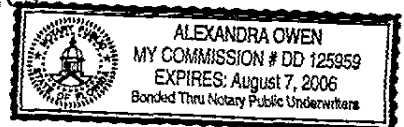
DEBORAH TAUBE, Secretary

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

The foregoing instrument was sworn to and acknowledged before me this 3 day of Feb, 2003, by JAMES K. TAUBE, President of ZOOMZ RESTAURANT, INC., a Florida corporation, on behalf of the Corporation.



Notary Public
My Commission Expires:



03 FEB 14 AM 9:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**JOINT CONSENT RESOLUTION
TO EFFECT NAME CHANGE OF
ZOOMZ RESTAURANT, INC.**

Pursuant to Florida Statutes Section 607.1003 and 607.0704, the Board of Directors and Shareholders of ZOOMZ RESTAURANT, INC., with the number of votes cast by such Directors and Shareholders being sufficient for approval, hereby take the following action in lieu of meeting therefor, and all statutory or by-law requirements pertaining to the time, manner and place of same are hereby waived:

WHEREAS, the Corporation desires to change the name of the Corporation to:

RUSTICA RESTAURANT, INC.

WHEREAS, the Board of Directors recommends to the Shareholders that the above amendment be adopted;

NOW, THEREFORE, let it be,

RESOLVED, that the Articles of Incorporation be amended to change the name of the Corporation to RUSTICA RESTAURANT, INC.; and

FURTHER RESOLVED, that the proper Officers of the Corporation be, and they hereby are, authorized and directed to execute all such documents and take all such action as such Officers in their discretion deem necessary or appropriate to carry out the intent and purpose of the foregoing Resolution.

IN WITNESS WHEREOF, the undersigned have executed this Resolution this 3 day of FEB., 2003.



JAMES K. TAUBE
Director and Shareholder



DEBORAH TAUBE
Director and Shareholder