



THE UNITED STATES
CORPORATION
COMPANY

P99000001585

ACCOUNT NO. : 072100000032

REFERENCE : 104351 4326591

AUTHORIZATION : Patricia Pigeto

COST LIMIT : \$ 43.75

ORDER DATE : January 19, 1999

ORDER TIME : 3:31 PM

ORDER NO. : 104351-005

CUSTOMER NO: 4326591

CUSTOMER: Danell Sequira, Legal Asst
Fowler White Gillen Boggs
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

Name
Change
Amend

DOMESTIC AMENDMENT FILING

NAME: CINDERS BARBEQUES (USA), INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
99 JAN 19 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 19 PM 4:40
DIVISION OF CORPORATION

DR
1/20/99

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CINDERS BARBEQUES (USA), INC.**

99 JAN 19 PM 4:16
FILED
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation for CINDERS BARBEQUES (USA), INC. were filed with and approved by the Secretary of State of Florida on the 7th day of January, 1999, and

WHEREAS, it is the intention of a majority of the directors of CINDERS BARBEQUES (USA), INC. that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of CINDERS BARBEQUES (USA), INC. hereinafter set forth was approved by the all of the directors of CINDERS BARBEQUES (USA), INC. and does not contain any amendment requiring Shareholder approval on the 12th day of January, 1999; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of CINDERS BARBEQUES (USA), INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

**"ARTICLE I
Name**

The name of the corporation shall be:

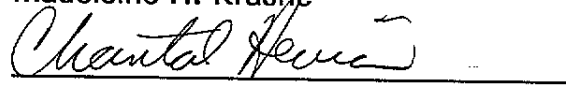
CINDERS BARBECUES (USA), INC.

The principal office and mailing address of this corporation shall be 201 E. Kennedy Boulevard, Suite 1407, Tampa, Florida, 33602."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of CINDERS BARBEQUES (USA), INC. by the directors of the Corporation who hereby approve this Amendment this ____ day of January, 1999.

BOARD OF DIRECTORS


Madeleine H. Krasne

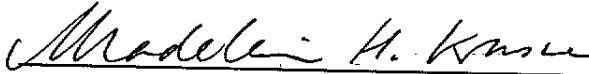

Chantal Hevia

**WRITTEN STATEMENT MANIFESTING DIRECTOR
APPROVAL OF AN
AMENDMENT TO THE ARTICLES OF INCORPORATION OF
CINDERS BARBEQUES (USA), INC.**

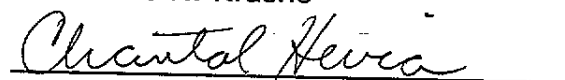
The undersigned, being a majority of the Board of Directors of CINDERS BARBEQUES (USA), INC., whose Articles of Incorporation were filed with, and approved by, the Secretary of State of the State of Florida on the 7th day of January, 1999, hereby manifest our intention that the Articles of Incorporation of CINDERS BARBEQUES (USA), INC. be amended in accordance with the amendment set forth in Exhibit A attached hereto and made a part hereof as if fully set forth herein.

IN WITNESS WHEREOF, a majority of the Board of Directors of CINDERS BARBEQUES (USA), INC. have executed this written statement and does not contain any amendment requiring Shareholder approval on this ___ day of January, 1999.

BOARD OF DIRECTORS



Madeleine H. Krasne



Chantal Hevia