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BASIC AMENDMENT
GOLD COAST RESTAURANTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AMEND
RUB 2-23
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2/23/01

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**THIRD ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
GOLD COAST RESTAURANTS, INC.**

WHEREAS, the proposed amendment to the Articles of Incorporation of Gold Coast Restaurants, Inc., hereinafter set forth was approved by the consent of the directors and shareholders of the Corporation pursuant to the provisions of Florida Statutes, Section 607.0821 and Section 607.0704, by Action by Written Consent of the Directors and Shareholders dated as of August 4, 2000.

FIRST: The Corporation name is:

Gold Coast Restaurants, Inc.

SECOND: The Corporation amends and replaces in its entirety Article IV (A) Capital Stock- Generally) of its Articles of Incorporation with the following:

"ARTICLE IV

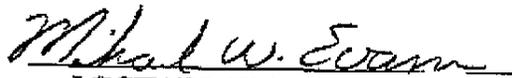
Capital Stock

A. Generally

The authorized capital stock which the Corporation may issue shall be as follows:

<u>Class of Stock</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Common Stock	1,000,000	\$.001
Series A Preferred Stock	51,340	\$.001
Series B Preferred Stock"	105,669	\$.001

IN WITNESS WHEREOF, the Corporation has caused these Third Articles of Amendment to be executed and attested by its authorized officer as of this 4th day of August, 2000.


**MICHAEL W. EVANS, President
and a Director**

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