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SANDY ALAN LEVITT, P.A.

Attorney at Law

2201 RINGLING BOULEVARD, SUITE 203
SARASOTA, FLORIDA 34237

Telephone (941) 955-9993

(941) 954-0281 Facsimile

May 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/21/01--01093--002
*****43.75 *****43.75

RE: DEMETRIO'S RESTAURANT & PIZZA, INC./NAME CHANGE

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Amendment to Articles of Incorporation of Demetrio's Restaurant & Pizza, Inc. for filing with your office. These Articles change the corporate name to D'Arino's Pasta & Pizza, Inc. Also enclosed is a check in the amount of Forty Three Dollars and 75/100 (\$43.75) to cover the following fees:

| | |
|--------------------|---------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | 8.75 |

Please file this Amendment with your office and return proof of filing and the certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

Sandy Levitt

NC
5-25-01
PMS

SAL:bc

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 21 PM 2:59

FILED

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

DEMETRIO'S RESTAURANT & PIZZA, INC.

FILED

01 MAY 21 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of DEMETRIO'S RESTAURANT & PIZZA, INC.
is amended to read as follows:

The name of the corporation is D'ARITINO'S PASTA & PIZZA, INC.

This amendment was adopted by the shareholders on May 17, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on
this 17th day of May, 2001, on behalf of said corporation.

ATTEST:

DEMETRIO'S RESTAURANT & PIZZA,
INC., a Florida corporation

BY: Jean J. Tatum
Secretary

BY: Michele T. Brackett (SEAL)
President

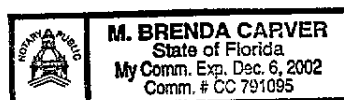
STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, personally appeared Michele T. Brackett, to me well known to be the person
described as President of DEMETRIO'S RESTAURANT & PIZZA, INC., and who executed the
foregoing Articles of Amendment, and she acknowledged the execution to be her free act and deed as
such officer, for the purposes therein expressed, this 17th day of May, 2001.

M. Brenda Carver
Notary Public

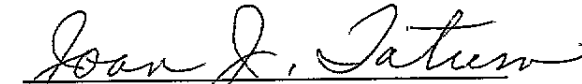
My Commission Expires:



CONSENT OF SHAREHOLDERS TO AMENDMENT

THE UNDERSIGNED, being the holders of all outstanding shares of DEMETRIO'S RESTAURANT & PIZZA, INC., do hereby consent to the Articles of Amendment, changing the corporate name to D'ARITINO'S PASTA & PIZZA, INC., and do authorize the President of said corporation to execute and file the Articles of Amendment with the Florida Department of State.


MICHELE T. BRACKETT


JOAN J. TATUM