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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Leo's Pizza, INC.
(Corporation Name) (Document #)
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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Q. COULLETTE AUG 24 2000

RECEIVED
00 AUG 24 4 09 47
DIVISION OF CORPORATION
Examiner's Initials

FILED
00 AUG 24 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEO'S PIZZA, INC.**

FILED
00 AUG 24 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST, Amendments adopted:

Article VII

Remove: Luis Rengel as President, Vice President, Sec. & Treasurer.

Article VII

There shall be not less than One(1) director but not more than Seven (7) at all times who shall constitute the Board of Directors of said Corporation. The Board of Directors will be constituted by:

**Benito Pestano, Director
10951 SW 7 Terr., #117, Miami, Fl. 33174**

The following name person constitute the officers of LEO'S PIZZA, INC.:

**Benito Pestano, President, Vice President, Secretary & Treasurer
10951 SW 7 Terr., #117, Miami, Fl. 33174**

This amendment was approved and adopted by the shareholders. The number of votes cast for the amendment was sufficient for approval.

SECOND, Date of Amendment adoption:

Article V, as amended, is adopted as of August 15, 2000.

IN WITNESS WHEREOF the President & Secretary of LEO'S PIZZA, INC.. has set his hand this 15 day of August, 2000.


Luis Rengel, President, and Secretary