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

1. SOUTH GRILL CORP. (Corporation Name) (Document #)
2. (Corporation Name) (Document #) *Amend*
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
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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	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials *AJR*
3/15/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2000

Lazarus Corporate Filing Service, Inc.
3320 S.W. 87th Ave.
Miami, FL

SUBJECT: SOUTH GRILL CORP.
Ref. Number: P99000054773

We have received your document for SOUTH GRILL CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the date of adoption in the third paragraph.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 300A00014433

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00 MAR 15 PM 3:39

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTH GRILL CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

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

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VII: *Directors*

CARLOS I. YANES - Vice President & Secretary
will be deleted.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 3-14-2000

FOURTH: Adoption of Amendment(s) (check one)

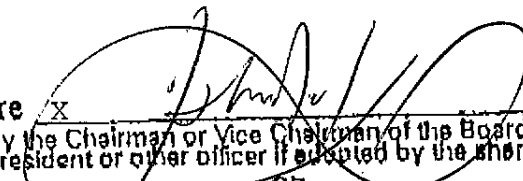
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of March, 192000

Signature X 
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

PATRICIO DAVY

Typed or printed name

PRESIDENT

Title