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BASIC AMENDMENT

JAKES-111, INC.

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Amendment
6-7-00
DC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JAKES-111, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

JAKES-111, INC.

2. The Articles of Incorporation are hereby amended by deleting ARTICLE III in its entirety and substituting therefor the following:

"ARTICLE III

Capital Stock

(a) The corporation is authorized to issue

(i) One Hundred (100) shares of voting common stock with a par value of \$1.00 per share ("Voting Common Stock"); and

(ii) One Thousand (1,000) shares of non-voting common stock with a par value of \$.01 per share ("Non-Voting Common Stock").

Each share of Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The holders of the Non-Voting Common Stock shall have no voting rights. In all other respects, the preferences, limitations, designations, restrictions, and relative rights of the shares of the Voting Common Stock and the Non-Voting Common Stock shall be identical. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other

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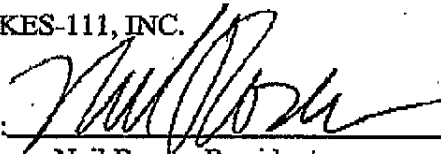
property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

3. The foregoing Amendment was duly adopted by a all of the directors and shareholders of the corporation on May 9, 2000, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 9 day of May, 2000.

JAKES-111, INC.

By: 
Neil Rosen, President

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