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Law Offices
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December 28, 2000

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

FILED
01 JAN -3 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Mojo's Grill & Bar, Inc.
Articles of Amendment to Articles of Incorporation.

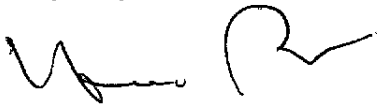
Dear Sirs:

Enclosed please find original of Articles of Amendment to Articles of Incorporation of Mojo's Grill & Bar, Inc., and our check in the amount of \$35.00 for your filing fee.

Please process same and return to our office.

If you should have any questions please contact our office and with the kindest of personal regards,
I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Mojo's Grill & Bar, Inc.

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-01/04/01--01010--007
*****35.00 *****35.00

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MOJO'S GRILL & BAR, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of MOJO'S GRILL & BAR, INC., a Florida Corporation, filed in Tallahassee on the 6th day of August, 1999, as amended September 8, 1999, and as further amended September 27, 1999, be and hereby are amended in the following particulars:

Article V, CAPITALIZATION be and it hereby is deleted in its entirety.

A New Article V- CAPITAL STOCK, be and is hereby added to read as follows:

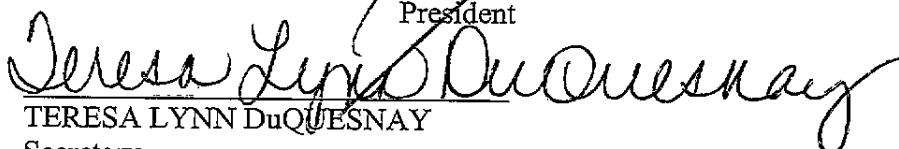
"ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock, having par value of One Dollar (\$1.00) per share."

The foregoing Amendment, requiring shareholder action, was approved by all shareholders entitled to vote and by the directors, both by unanimous vote, at a Special Meeting of Directors and Shareholders held on the 1st day of October, 2000, and effective upon acceptance by the Secretary of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 1 day of October, 2000.


GERALD GARTH ANTHONY LeMERCIER DuQUESNAY
President



TERESA LYNN DuQUESNAY
Secretary


**WAIVER OF NOTICE OF SPECIAL
JOINT MEETING OF DIRECTORS AND STOCKHOLDER'S**


The undersigned, being the directors and stockholders of MOJO'S GRILL & BAR, INC., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the Special Joint Meeting of Directors and Stockholders of said corporation, held on October 1, 2000, and the publication thereof, and consent to the transaction of any and all business which may properly come before the meeting.

Dated: October 1, 2000.


GERALD GARTH ANTHONY LeMERCIER DuQUESNAY
Director and Shareholder


JACQUELINE RITA DuQUESNAY MARTINEZ
Shareholder


DIANE CLARE DuQUESNAY CLANCY
Shareholder

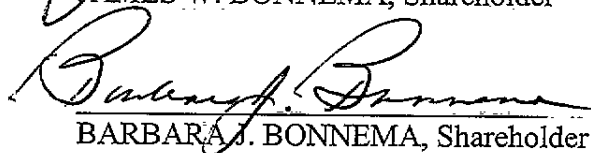

TERESA LYNN DuQUESNAY
Director

**WAIVER OF NOTICE OF SPECIAL
JOINT MEETING OF DIRECTORS AND STOCKHOLDER'S**

The undersigned, being the directors and stockholders of MOJO'S GRILL & BAR, INC., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special Joint Meeting of Directors and Stockholders of said corporation, held on October 1, 2000, and the publication thereof, and consents to the transaction of any and all business which may properly come before the meeting.

Dated: October 1, 2000.


JAMES W. BONNEMA, Shareholder


BARBARA J. BONNEMA, Shareholder