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BASIC AMENDMENT
GROOVY'S PIZZA, INC.

Certificate of Status	0
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FEBRUARY 14, 2001

GROOVY'S PIZZA, INC.
2985 MCFARLANE ROAD
COCONUT GROVE, FL 33133

SUBJECT: GROOVY'S PIZZA, INC.
REF: P99000099644

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DARLENE CONNELL
CORPORATE SPECIALIST

FAX AUD. #: H01000017249
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Audit No.: H01000017264*2

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
GROOVY'S PIZZA, INC.

a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Article of Incorporation.

FIRST, ARTICLE V of the Articles of Incorporation of GROOVY'S PIZZA, INC., a Florida corporation (the "Corporation"), is hereby deleted in its entirety and replaced with the following Article V:

ARTICLES V

The name and street address of the sole director is:

Alvaro Figueroa
11254 NW 59TH Terrace
Miami, Florida 33178

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SECOND, The foregoing Amendment to the Articles of Incorporation of GROOVY'S PIZZA, INC., a Florida corporation, was approved and adopted by means of a unanimous written action of the shareholders and Directors of the Corporation, dated February __, 2001.

Audit No.: H01000017264 2
This instrument was prepared by:
Jorge M. Vigil, Esq.
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134
Telephone: (305) 476-7100

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P. 03/03

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IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, pursuant to the approval granted by the shareholders and Directors of the Corporation, have executed these Articles of Amendment, this ____ day of February, 2001.



Alvaro Figueroa,
President and Secretary

2326-0001/182503

Audit No.: H01000017264 2
This instrument was prepared by:
Jorge M. Vigil, Esq.
Rasco, Reiningger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134
Telephone (305) 476-7100