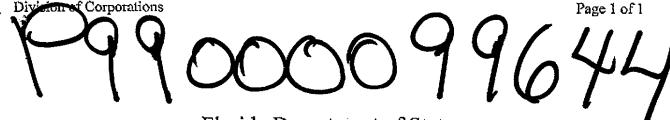
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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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(((H01000017264 2)))

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From;

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BASIC AMENDM

GROOVY'S PIZZA, INC.

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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 LETTER NUMBER: 701A00009310 Audit No.: H01000017264*2

ARTICLES OF AMENDMENT

TO THE ARTICLES OF INCORPORATION OF

GROOVY'S PIZZA, INC.

a Florida corporation

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

I'IRST, 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 OI FEB 14 PM 3:32
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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.: M01000017264 2
This instrument was prepared by:
Jorge M. Vigil, Esq.
Rasco, Relninger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Fl 33134
Telephono: (305) 476-7100

Audit No.: H01000017264 2

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, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Fl. 33134
Telephone (305) 476-7100