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To:
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Fax Number : (850)922-4000

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

BASIC AMENDMENT

RESTAURANT RESOURCES REALTY INC.

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*Amended & Restated
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective December 1, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Restaurant Resources Realty Inc.
Old Name:

Article II. Address. The Corporation's mailing address is:
Restaurant Resources Realty Inc.
208 Australian Avenue
Suite 1
Palm Beach FL 33480

Article III. Registered Agent. The Corporation's registered agent is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

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Article IV. Officers. The Corporation's officers are:
President Michael A. Schulman
Secretary
Treasurer

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:
Michael A. Schulman

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Restaurant Resources Realty Inc.

By: 
by T.A. Hardy as attorney-in-fact

Name: Michael A. Schulman

Title: President

Date: December 1, 1999

Corporate Creations International Inc.
941 Fourth Street #200
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Restaurant Resources Realty Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.

941 Fourth Street #200

Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.
Todd A. Hardy, Vice President

Date: December 3, 1999

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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