

LAW OFFICE OF
GARY D. FIELDS

(561) 625-1200

502909

ADMIRALTY TOWER • SUITE 700
4400 PGA BOULEVARD
PALM BEACH GARDENS, FL 33410
FACSIMILE (561) 625-1259
E-MAIL: gdfaw@bellsouth.net

December 27, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 12:13

Florida Department of State
Division of Corporations,
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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-12/29/00--01069--001
****350.00 ****35.00

Re:	A/R Sports Emporiums, Inc.	Graham Financial Services Corp.
	LTI Development Company, Inc.	Abbey Road Charters, Inc.
	Abbey Road Plaza Food Mart, Inc.	Abbey Road Plaza Corporation
	Gatsby's Development Corp.	Palm Beach Dining & Entertainment Corp.
	Boca Dining and Entertainment Corp.	Gatsby's Davie, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of Articles of Amendment to the Articles of Incorporation for each of the above referenced Florida corporations, along with our check in the amount of \$350.00 for the filing fees. Please file the originals and return a stamped copy of each with your confirmation letter in the enclosed return envelope.

Thank you for your courtesy and cooperation in this regard.

Sincerely,


GARY D. FIELDS

GDF:hs (enclosures)

Amend

V. SHEPARD JAN 11 2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 12:14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

A/R SPORTS EMPORIUMS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation

Amendment adopted:

CHANGE OF REGISTERED OFFICE/REGISTERED AGENT:

The street address of the corporation's registered office in the State of Florida is changed to: Admiralty Tower - Suite 700, 4400 PGA Boulevard, Palm Beach Gardens, Florida 33410. The name of the registered agent is changed to: Gary D. Fields.

The date of the amendment's adoption: December 18, 2000

Method of Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 20th day of December, 2000.

Signature



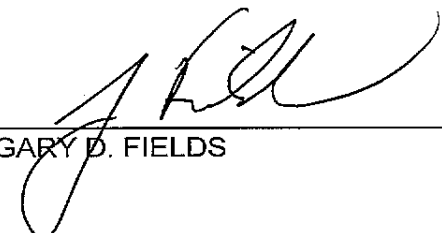
ANTHONY L. GRAHAM
Typed or printed name

President/Chairman
Title

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of A/R Sports Emporiums, Inc., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent and agree to comply with all laws relating to the proper and complete performance of my duties.



GARY D. FIELDS

Date: 12/27, 2000