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A Partnership of Professional Associations
ATTORNEYS AND COUNSELLORS AT LAW

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September 9, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

RE: ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CAZ'S SEAFOOD RESTAURANTS, INC.

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-09/11/97--01117--002
*****35.00 *****35.00

Dear Madam or Sir:

Enclosed is the original and one copy of the ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF CAZ'S SEAFOOD RESTAURANTS,
INC., CHANGING ITS NAME TO: CAZ'S INTERNATIONAL, INC.

Also enclosed is our check payable to the Secretary of State for
\$35.00 for the filing fee for this amendment. Please return your
stamped acceptance to the undersigned.

If you should have any questions, please feel free to contact my
office at (813) 344-6555.

Sincerely,

Robert J. Jones
Robert J. Jones

/bjf
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

57 SEP 11 PM 2:45

APPROVED
AND
FILED

S57766
NO

1/98

9-11-97

**ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CAZ'S SEAFOOD RESTAURANTS, INC.**

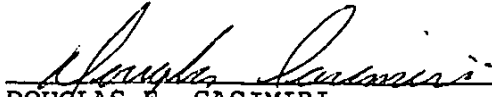
Pursuant to FS 607.1003(6), the undersigned, being all of the members of the Board of Directors and shareholders of **CAZ'S SEAFOOD RESTAURANTS, INC.**, hereby amend Article I of the Articles of Incorporation, changing the name of its corporation, to read as follows:

ARTICLE I

NAME OF BUSINESS: The name of the corporation shall be
CAZ'S INTERNATIONAL, INC.

All other Articles of the Articles of Incorporation shall remain in full force and effect.

DATED: AUG 25, 1997.


DOUGLAS E. CASIMIRI,
SOLE DIRECTOR AND SHAREHOLDER

SEP 11 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

WAIVER OF NOTICE OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS
OF
CAZ'S SEAFOOD RESTAURANTS, INC.

The undersigned, being all of the directors and all of the shareholders of **CAZ'S SEAFOOD RESTAURANTS, INC.**, a Florida corporation, do hereby severally waive all notices of time, place and purposes of a Special Meeting of the Shareholders and Directors of the Corporation and hereby consent that the meeting be held at 6860 Gulfport Blvd., So., #227, South Pasadena, Florida 33704, on 8/25/97, 1997, for the sole purpose of approving and ratifying Articles of Amendment to the Articles of Incorporation, changing the name of the corporation.

DATED: AUG 25, 1997.


DOUGLAS E. CASIMIRI,
SOLE SHAREHOLDER & DIRECTOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

57 SEP 11 PM 2:49

APPROVED
AND
FILED


DIRECTOR'S WRITTEN CONSENT TO ACTION
OF
CAZ'S SEAFOOD RESTAURANTS, INC..

Pursuant to FS 607.0821, the undersigned, being all of the members of the Board of Directors of CAZ'S SEAFOOD RESTAURANTS, INC., (the "Company"), hereby consent to and approve the following action:

RESOLVED, that the name of the corporation shall be changed to: CAZ'S INTERNATIONAL, INC., AND

FURTHER RESOLVED that the secretary of the corporation shall submit the Articles of Amendment to the Articles of Incorporation changing the corporation's name to: CAZ'S INTERNATIONAL, INC.

DATED: Aug 25, 1997.


DOUGLAS E. CASIMIRI,
SOLE DIRECTOR AND SHAREHOLDER