

J. DANIEL BREDE  
Professional Association  
Attorney at Law

**\$59074**

Suite 201, East Building  
1900 N.W. Corporate Blvd.  
Boca Raton, FL 33431

(561) 241-8996

FAX (561) 241-7859

October 29, 1998

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32314

700002678127--1  
-11/02/98-01112-014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: SHOOTOUT RESTAURANT, INC.

Dear Sir/Madam:

Enclosed please find an **original** and one (1) copy of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 to cover filing fees. Please date-stamp the copy and return same to me in the envelope provided for your convenience.

Should you have any questions regarding this matter, please contact me.

Sincerely yours,



J. DANIEL BREDE

JDB/plf  
Enclosures  
cc: Mr. James Taube

FILED  
98 NOV 16 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~WA8-24959~~

N/charge

LFS 11-18-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 6, 1998

J. DANIEL BREDE  
SUITE 201, EAST BLDG.  
1900 N.W. CORPORATE BLVD.  
BOCA RATON, FL 33431

SUBJECT: SHOOTOUT RESTAURANT, INC.  
Ref. Number: S59074

We have received your document for SHOOTOUT RESTAURANT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 198A00054041

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
SHOOTOUT RESTAURANT, INC.**

FILED

98 NOV 16 AM 9:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1003 and 607.0704, the Articles of Incorporation of SHOOTOUT RESTAURANT, INC. are hereby amended pursuant to a written consent in lieu of a meeting executed by the holders of a majority of the Corporation's common stock and all the Corporation's Directors on the 28th day of October, 1998, as follows:

ITEM 1

1. Name. ARTICLE I is hereby amended to read as follows:

ARTICLE I  
NAME

The name of the corporation is TUOTOOHS CLOSEOUT, INC.

These Articles of Amendment to the Articles of Incorporation were adopted by a majority of the Shareholders\* and all of the Directors by consent resolution on the 28th day of October, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 28th day of October, 1998.

\*with the number of votes cast by such Shareholders  
being sufficient for approval,

  
JAMES K. TAUBE, President

ATTEST:

  
DEBORAH TAUBE, Secretary

STATE OF FLORIDA )


)ss

COUNTY OF PALM BEACH )

The foregoing instrument was sworn to and acknowledged before me this 28th day of October, 1998, by JAMES K. TAUBE, personally known to me, as President of SHOOTOUT RESTAURANT, INC. and DEBORAH TAUBE, personally known to me, as Secretary of SHOOTOUT RESTAURANT, INC., a Florida corporation, on behalf of the Corporation.



J DANIEL BREDE  
My Commission CC565562  
Expires Oct. 24, 2000

  
Notary Public  
My Commission Expires: Director

COPY

**JOINT CONSENT RESOLUTION**  
**TO EFFECT NAME CHANGE OF CORPORATION**  
**SHOOTOUT RESTAURANT, INC.**

Pursuant to Florida Statutes Section 607.1003 and 607.0704, the Board of Directors and Shareholders holding a majority of the outstanding shares of SHOOTOUT RESTAURANT, INC.\* hereby take the following action in lieu of meeting therefor, and all statutory or by-law requirements pertaining to the time, manner and place of same are hereby waived:

WHEREAS, the Corporation desires to change the name of the Corporation to:

TUOTOOHS CLOSEOUT, INC.

WHEREAS, the Board of Directors recommends to the Shareholders that the above amendment be adopted;


\*with the number of votes cast by such  
Shareholders being sufficient for approval,


NOW, THEREFORE, let it be,

RESOLVED, that the Articles of Incorporation be amended to change the name of the Corporation to TUOTOOHS CLOSEOUT, INC.; and

FURTHER RESOLVED, that the proper Officers of the Corporation be, and they hereby are, authorized and directed to execute all such documents and take all such action as such Officers in their discretion deem necessary or appropriate to carry out the intent and purpose of the foregoing Resolution.

IN WITNESS WHEREOF, the undersigned have executed this Resolution this 28th day of October, 1998.

  
\_\_\_\_\_  
JAMES K. TAUBE,  
Shareholder and Director

  
\_\_\_\_\_  
DEBORAH TAUBE,  
Shareholder and Director