

S78655

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BASIC AMENDMENT

KEY WEST ALE HOUSE AND RAW BAR, INC.

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Amendment

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 11, 1999

KEY WEST ALE HOUSE AND RAW BAR, INC.
2161 PALM BEACH LAKES BLVD.
SUITE 403
WEST PALM BEACH, FL 33409-6613

SUBJECT: KEY WEST ALE HOUSE AND RAW BAR, INC.
REF: S78655

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF KEY WEST ALE HOUSE AND RAW BAR, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporations Act, **KEY WEST ALE HOUSE AND RAW BAR, INC.**, a Florida corporation that filed its Articles of Incorporation with the Florida Secretary of State on September 6, 1991, adopts the following Articles of Amendment to its Articles of Incorporation:

The following Amendment to the Articles of Incorporation was adopted on February 5, 1999, by majority shareholder approval and approval of the Board of Directors:

1. Article III: "Purpose" is deleted in its entirety. Article III: "Purpose" shall be amended to read, "The Corporation may engage in any lawful activity or business permitted under the laws of the State of Florida."

Brenda Lee Hamilton | FL Bar Member 004618
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-416-8956

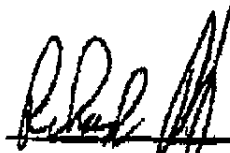
2. Article IV: "Capital Stock" is deleted in its entirety. Article IV: "Capital Stock" shall be amended to read, "The Corporation is authorized to issue 10,000,000 shares of common stock of the Corporation in one (1) series, with a par value of \$.001 per share. The Corporation is also authorized to issue 10,000,000 shares of preferred stock of the Corporation in five (5) series, and to authorize the Board of Directors to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series. Each share of preferred stock shall have a par value of \$.001."
3. Article V: "Preemptive Rights" is deleted in its entirety. Article V: "Preemptive Rights" shall be amended to read, "The Board of Directors of the Corporation shall have the authority to issue options and other rights in the Corporation's shares to directors, officers and employees of the Corporation without offering the same to the Shareholders generally." The Article V caption shall be amended to read, "Article V: Options and Other Rights."

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4. Article XI: "By-Laws" is deleted in its entirety. Article XI: "By-Laws" shall be amended to read, "The Board of Directors shall hold the power to adopt, alter, amend and repeal the Corporate By-Laws."
5. Article XIII shall be added and will read, "The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law." The Article XIII caption shall read, "Article XIII: Indemnification."

The number of shares entitled to vote on these Articles of Amendment to Articles of Incorporation was 100 and the number of shares approving the Amendment was 100. As such, sufficient votes existed in favor of the amendment for approval.

Attest:



Richard Preefer
Secretary



Jay Preefer
President

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"Under the Penalties of perjury, I declare that I have read the foregoing Articles of Amendment to the Articles of Incorporation and that the facts stated therein are true".

Witness

Bernice Lou Savatini

JM
Jay Preefer
President

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