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September 12, 2001

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

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-09/14/01--01071--015
*****43.75 *****43.75

Re: Crispers, Inc.

Dear Sir or Madam:

Please find enclosed with this letter an original and one copy of Articles Amendment to the Articles of Incorporation for Crispers, Inc.

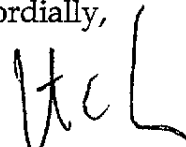
Please file the Articles of Amendment upon your receipt of the same and certify the copy.

Please return the certified copy in the self-addressed, postage-paid envelope enclosed for that purpose.

Also enclosed with this letter is this firm's check in the amount of \$43.75 representing the fee for filing and certifying the articles of amendment.

Thank you for your assistance in this matter.

Cordially,



Merritt A. Gardner

MAG:gds

Enclosures

Amend.

V. SHEPARD SEP 24 2001

FILED
DIVISION OF CORPORATIONS
01 SEP 14 PM 3:16

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
CRISPERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 14 PM 3:46

CRISPERS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on May 29, 1992, at which time the name of the Corporation was "B & V Restaurant, Inc.".

2. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Subsection 1(a) of Article III of the Articles of Incorporation, as of the date hereof, and substituting in its place the Subsection set forth below.

3. As amended below, Subsection 1(a) of Article III of the Articles of Incorporation effects the following changes in the current capital structure of the Corporation: the existing class of voting common stock of the Corporation is recapitalized on a one-to-four basis, voting to non-voting, so as to create additional issued and outstanding shares of the non-voting common stock. Following the recapitalization the authorized common stock shall be as follows: 20,000 shares of Class A Voting Common Stock, par value \$1.00 per share; and 100,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share.

Upon the effectiveness of these Amended Articles of Incorporation, each outstanding share of the Corporation's Class A Voting Common Stock, without the taking of any action by the holder thereof, shall automatically be converted into one outstanding share of the Class A Voting Common Stock and four outstanding shares of the Class B Non-Voting Common Stock.

4. This amendment to the Articles of Incorporation was approved by Written Consent of the Board of Directors of the Corporation, adopted on the 5th day of September, 2001. In addition, all existing stockholders of both classes of common stock of the Corporation were entitled to and did vote on this amendment to the Articles of Incorporation, and all existing stockholders approved the amendment by unanimous Written Consent adopted on the 5th day of September, 2001.

5. The Amended Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Subsection 1(a) of Article III of the Articles of Incorporation of the Corporation shall be as follows:

[Remainder of this page intentionally left blank]

* * *

ARTICLE III

CAPITAL STOCK

1. Authorized Capital

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be:

20,000 shares of Class A Voting Common Stock, par value \$1.00 per share;

and

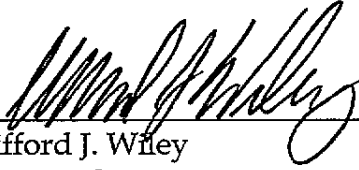
100,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share.

* * *


IN WITNESS WHEREOF, CRISPERS, INC., has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Assistant Secretary.

ATTEST:

CRISPERS, INC.



Clifford J. Wiley
Assistant Secretary

By: 

William J. Whitaker
President