


**AMENDMENT TO THE
OPERATING AGREEMENT
OF
BERNIE'S L.L.C.**


20020925000462430 Pg 1/4 15.00
Shelby Cnty Judge of Probate, AL
09/25/2002 12:39:00 FILED/CERTIFIED

THIS AMENDMENT TO THE OPERATING AGREEMENT OF Bernie's L.L.C., ("this Amendment") is made and entered into the members of Bernie's L.L.C., an Alabama limited liability company (the "Company").

WITNESSETH:

WHEREAS, Benard Tamburello and Charles Vacarella, (collectively referred to herein as "Present Members") are all of the members of the Company, which was formed in Shelby County, Alabama in December 26, 2001, for the purpose of engaging in owning and operating restaurants and other legal purposes and for any other lawful purpose; and

WHEREAS, the Present Members entered into an Operating Agreement which had been amended June 20, 2001 (the "Operating Agreement"); and

WHEREAS, Benard Tamburello desires to transfer all of his 60% Membership Interest (as defined in the Operating Agreement) to his wife, Sophia 50%; and 10% to Charles Vacarella.

WHEREAS, the purpose of this amendment is to evidence the Assignments of Membership Interest as executed by Benard Tamburello and Charles Vacarella.

NOW, THEREFORE, in consideration of the premises and the mutual promises herein contained, the parties agree as follows:

1. All capitalized terms not defined herein shall have the meanings and the mutual promises herein contained, the parties agree as follows:
2. The Operating Agreement is hereby amended to reflect the change of ownership of the membership interest and change in the sharing ratios of the Company, as shown on Schedule A attached hereto and made a part hereof.
3. The Present Members consent to and approve the said the said Assignments of Membership Interest, copies of which are attached hereto as Exhibit 1.
4. The Present Members accept the resignation of Benard Tamburello as a Manager of the Company and hereby elects Sophia Tamburello to serve as the sole Manager of the Company.
5. This Amendment may be executed in any number of counterparts, with the same effect as if all parties hereto had signed one and same document. All counterparts shall be construed together and shall constitute as the same Amendment.

6. The effective date of this Amendment shall be the last date on which it is executed by and Present Member.

7. Sophia Tamburello is hereby admitted as a member of Bernie's L.L.C., for all purposes and Sophia Tamburello hereby agrees to be bound by all terms of Operating Agreement as amended.

8. Except as previously and hereby amended, modified or changed, all terms and provisions of the Operating Agreement shall continue in full force and effect according to the terms thereof.

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals on the date set forth beside our names.



Benard Tamburello



Sophia Tamburello, Member



Charles Vacarella, Member

SCHEDULE A

Member

Sophia Tamburello

Income	50%
Deduction	50%
Gain	50%
Loss	50%
Credit	50%
Distribution	50%
Liquidation	50%

Member

Charles Vacarella


Income	50%
Deduction	50%
Gain	50%
Loss	50%
Credit	50%
Distribution	50%
Liquidation	50%

BERNIE'S L.L.C.

ASSIGNMENT OF MEMBERSHIP INTEREST

In consideration of the receipt of Ten Dollars (\$10.00) and other good and valuable consideration, I, Benard Tamburello, do hereby give, assign, transfer and convey to my wife, Sophia Tamburello, ("Assignee") fifty percent (50%) of my membership interest in Bernie's L.L.C., an Alabama limited liability company. Effective upon the signing of this instrument Assignee shall be entitled to receive the same share of the losses, profits or other income, and the return of capital, to which the undersigned Assignor would otherwise be entitled as a member with respect to its membership interest.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the 25 day of Sept, 2002.



Benard Tamburello, Member

STATE OF ALABAMA)

Jefferson COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Benard Tamburello, whose name is signed to the foregoing assignment as a Member of Bernie's L.L.C., and who is known to me, acknowledged before me, that being informed of the contents of the foregoing assignment, he executed the same voluntarily as of the day the same bears date.



Notary Public

My Commission expires:

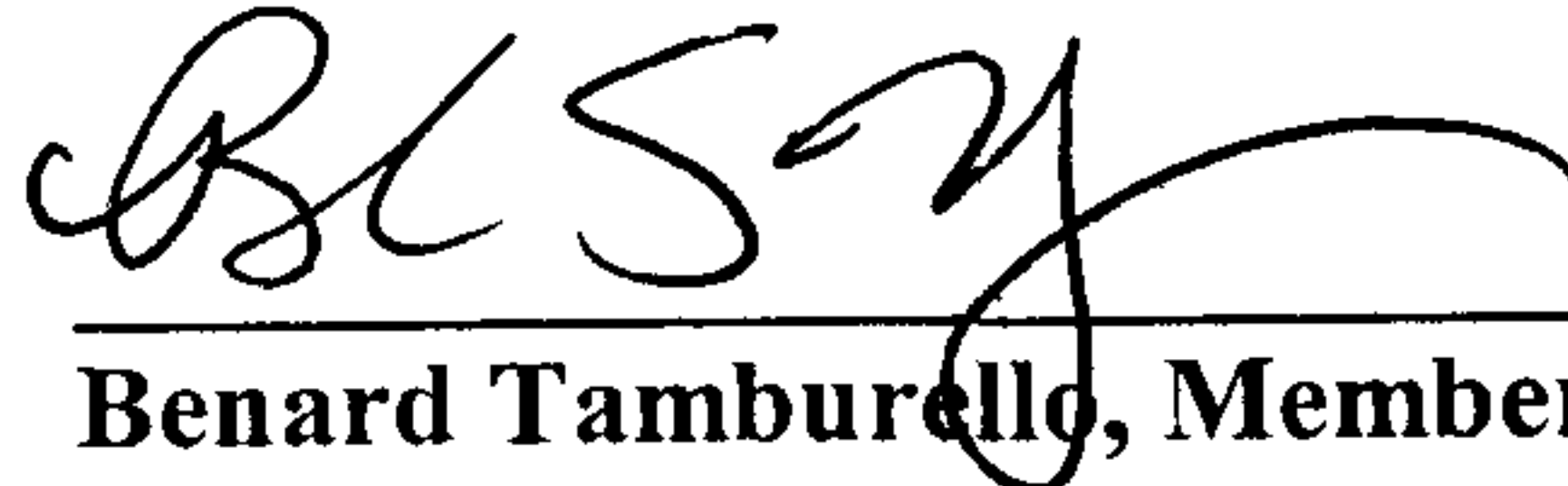
MY COMMISSION EXPIRES
MAY 7, 2002

BERNIE'S L.L.C.

ASSIGNMENT OF MEMBERSHIP INTEREST

In consideration of the receipt of Ten Dollars (\$10.00) and other good and valuable consideration, I, Benard Tamburello, do hereby give, assign, transfer and convey to Charles Vacarella, ("Assignee") ten percent (10%) of my membership interest in Bernie's L.L.C., an Alabama limited liability company. Effective upon the signing of this instrument Assignee shall be entitled to receive the same share of the losses, profits or other income, and the return of capital, to which the undersigned Assignor would otherwise be entitled as a member with respect to its membership interest.

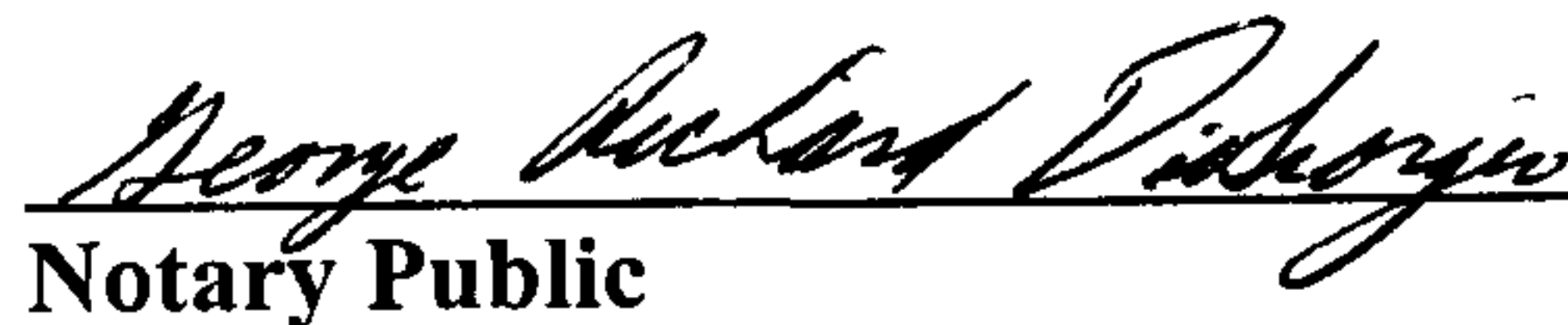
IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the 25 day of Sept., 2002.


Benard Tamburello, Member

STATE OF ALABAMA)

Jefferson COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Benard Tamburello, whose name is signed to the foregoing assignment as a Member of Bernie's L.L.C., and who is known to me, acknowledged before me, that being informed of the contents of the foregoing assignment, he executed the same voluntarily as of the day the same bears date.


Notary Public

My Commission expires:

**MY COMMISSION EXPIRES
MAY 7, 2002**