

460650

Israel, Goldenfarb & Kootman

CERTIFIED PUBLIC ACCOUNTANTS

A PROFESSIONAL ASSOCIATION

407 MAIN STREET, METUCHEN, NEW JERSEY 08840
(732) 548-3770 FAX (732) 549-8844

October 31, 1997

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

500002372935--8
-12/16/97--01039--012
*****35.00 *****35.00

RE: 1878 Steakhouse Inc.
Corporate Dissolution
ID #: 59-1546890

Dear Sir:

In connection with the Corporate Dissolution under Section 331 of the Internal Revenue Code, enclosed are the following:

1. Articles of dissolution with a fee of \$35.00.
2. Form 966 - Corporate Dissolution or Liquidation.
3. Plan of Complete Liquidation.

The taxpayer's address and telephone number are as follows:

1878 Steakhouse, Inc.
c/o Schrader Research and Rating Services
1260 South River Road
Cranbury, New Jersey 08512

Telephone Number: (609) 395-1200

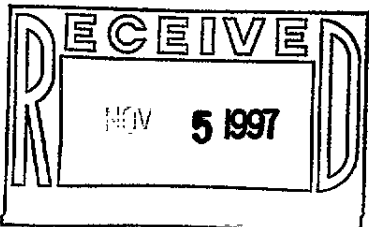
If you have any questions or require additional information, please do not hesitate to contact me.

Very truly yours,

[Handwritten Signature]
Jerome H. Kootman, CPA

JHK:ak
Enclosures
cc: 1878 Steakhouse, Inc.

APPROVED AND FILED
97 DEC 15 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



[Handwritten notes: JHK, 460650, 2PX, FLD 11/25, 12-15]

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: 1878 STEAK HOUSE, INC.

SECOND: The date dissolution was authorized: OCTOBER 31, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

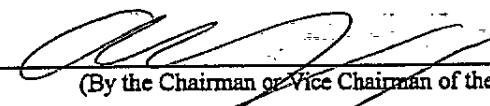
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 31ST day of OCTOBER, 19 97

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

ALFRED B. OCHSNER, JR.

(Typed or printed name)

PRESIDENT

(Title)

97 DEC 15 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED