

F45155



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 642875 4326591

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 87.50

ORDER DATE : December 19, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 642875-005

900002377699--1

CUSTOMER NO: 4326591

CUSTOMER: Mr. Cody Waters
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: COLUMBIA RESTAURANT OF ST.
AUGUSTINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC 19 PM 2:25

RECEIVED
97 DEC 19 PM 1:27
DIVISION OF CORPORATIONS

*02250, 00524, 00672

Amend. to Art. + Plan
of merger of

12/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC.
Ref. Number: F45155

We have received your document for COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Columbia Restaurant of Sarasota, Inc. has already been merged on 10-14-96. Please see the attached printout.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 397A00059999

RESUBMIT

Please give original
submission date as file date.

AMENDMENT TO PLAN AND ARTICLES OF MERGER

THIS AMENDMENT TO PLAN AND ARTICLES OF MERGER (this "Amendment") is entered into this 16th day of December, 1997, by and between COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC., a corporation organized and existing under the laws of the State of Florida ("Surviving Corporation") and COLUMBIA RESTAURANT OF SARASOTA, INC., a corporation organized and existing under the laws of the State of Florida ("Merged Corporation").

W I T N E S S E T H:

WHEREAS, the Plan and Articles of Merger were filed with and approved by the Secretary of State of the State of Florida on the October 14, 1996; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC. and COLUMBIA RESTAURANT OF SARASOTA, INC., that the Plan and Articles of Merger be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC. and COLUMBIA RESTAURANT OF SARASOTA, INC., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 16th day of December, 1997; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders of COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC. and COLUMBIA RESTAURANT OF SARASOTA, INC., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 16th day of December, 1997; and

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 2:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 2:25

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Plan and Articles of Merger are hereby amended, by deleting in its entirety the present Article III and by substituting therefor the following, to-wit:

**"ARTICLE III
Conversion of Shares**

The manner of converting the outstanding shares of capital stock of each of the merging corporations into the shares of Surviving Corporation on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Each share of no par value common capital stock of Merged Corporation outstanding on the effective date of the merger which is owned by a majority shareholder shall, by virtue of the merger and without further action on the part of the holder, become 78 shares of \$1.00 par value common capital stock of Surviving Corporation. Each share of no par value common capital stock of Merged Corporation outstanding on the effective date of the merger which is owned by a minority shareholder shall, by virtue of the merger and without further action on the part of the holder, become 70 shares of \$1.00 par value common capital stock of Surviving Corporation. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of common stock

of Surviving Corporation into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

(b) Each share of \$1.00 par value common capital stock of Surviving Corporation authorized and issued on the effective date of the merger hereof shall continue and remain unchanged as one share of \$1.00 par value common capital stock of Surviving Corporation."

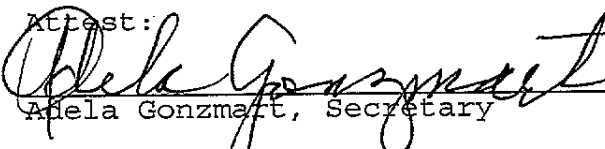
IN WITNESS WHEREOF, this Amendment is hereby executed on behalf of COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC. and COLUMBIA RESTAURANT OF SARASOTA, INC., by their duly authorized officer effective as of the 14th day of October, 1996.

COLUMBIA RESTAURANT OF ST. AUGUSTINE, INC.

By: 

Richard Gonzmart, President

Attest:


Adela Gonzmart, Secretary

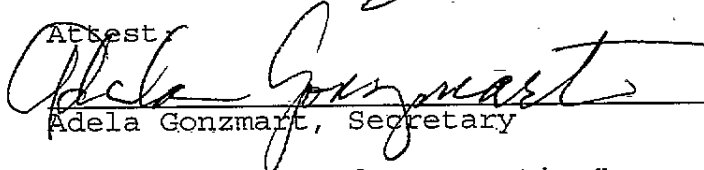
"Surviving Corporation"

COLUMBIA RESTAURANT OF SARASOTA, INC.

By: 

Richard Gonzmart, President

Attest:


Adela Gonzmart, Secretary

"Merged Corporation"