

L03000035504

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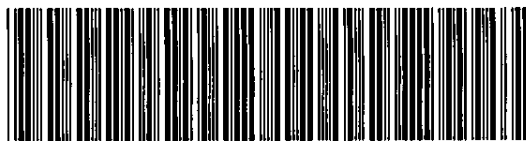
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

FILED
07 NOV -7 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 307107 7518993

AUTHORIZATION

COST LIMIT : \$ 55.00

FILED
07 NOV -7 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 6, 2007

ORDER TIME : 8:34 AM

ORDER NO. : 307107-025

CUSTOMER NO: 7518993

DOMESTIC AMENDMENT FILING

NAME: MOE'S SOUTHWEST GRILL BRUCE B
DOWNS LLC

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: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

**FIRST AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
MOE'S SOUTHWEST GRILL BRUCE B DOWNS LLC**

FILED
07 NOV -7 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed with the Secretary of State on September 18, 2003 and assigned document number L03000035504.

SECOND: This First Amendment to the Articles of Organization is submitted to amend the following:

ARTICLE I of the Articles of Organization is hereby removed and replaced with the following **ARTICLE I** as follows:

ARTICLE I-Name:

The name of the Limited Liability Company is **RFRG BRUCE B. DOWNS, LLC.**

ARTICLE V is hereby renumbered **ARTICLE VI** and a new **ARTICLE V** is inserted as follows:

ARTICLE V - Managing Member(s) :

The name and address of the Managing Member is as follows:

Title:

MGRM

Name and Address:

Raving Fans Restaurant Group I, LLC
c/o Kenneth W. Franklin, Jr., and Antony G.
Friel, Co-Managing Members
6020 Winthrop Town Centre Ave.
Riverview, Florida 33569

MGRM

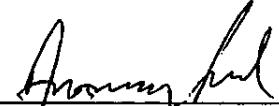
Quadrangle Investment Group, LLC
% Antony G. Friel and Michael D. Disser
Co-Managing Members
6020 Winthrop Town Centre Ave.
Riverview, Florida 33569

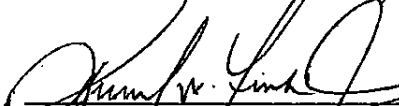
THIRD: The foregoing First Amendment to the Articles of Organization has been adopted by all of the Members of the Limited Liability Company and will become effective upon filing of this First Amendment to the Articles of Organization with the Florida Department of State.

Dated: October 30, 2007

MEMBER:


RAVING FANS RESTAURANT GROUP I, LLC


ANTONY G. FRIEL, Co-Managing
Member of RAVING FANS
RESTAURANT GROUP I, LLC


KENNETH W. FRANKLIN, JR.
Co-Managing Member of RAVING
FANS RESTAURANT GROUP I, LLC

MEMBER:

QUADRANGLE INVESTMENT GROUP, LLC


MICHAEL D. DISSER, Member
of QUADRANGLE INVESTMENT
GROUP, LLC


ANTONY G. FRIEL, Member
of QUADRANGLE INVESTMENT
GROUP, LLC