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Israel, Goldenfarb & Kootman

CERTIFIED PUBLIC ACCOUNTANTS A PROFESSIONAL ASSOCIATION

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

August 31, 1999

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

300002985233--9
-09/13/99--01099--009
*****35.00 *****35.00

RE: 1878 Steakhouse of Fernandina, Inc.
EIN: 59-3243565
Corporate Dissolution

To Whom It May Concern:

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

1. Filing fee for the Articles of Dissolution in the amount of \$35.00 payable to the "Florida Department of State."
2. Articles of Dissolution form in accordance with Section 607.1403.
3. Form 966 - Corporate Dissolution or Liquidation
4. Plan of complete liquidation.
5. Current address and telephone number are:

1878 Steakhouse of Fernandina, Inc.
C/o Schrader Research and Rating Service, Inc.
1260 South River Road
Cranbury, New Jersey 08512

(609) 395-1200

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Very truly yours,

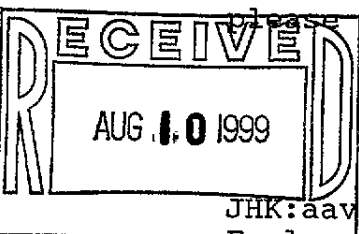
Jerome H. Kootman
Jerome H. Kootman, CPA

JHK:aav

Enclosures

cc: 1878 Steakhouse of Fernandina, Inc.

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110, dismo



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 STEAKHOUSE OF FERNANDINA, INC.

SECOND: The date dissolution was authorized: AUGUST 31, 1999

THIRD: Adoption of Dissolution (CHECK ONE)

[X] 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 AUGUST, 1999

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

TODD ALFRED OSCHNER (Typed or printed name)

PRESIDENT (Title)

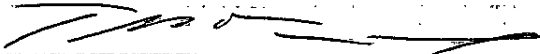
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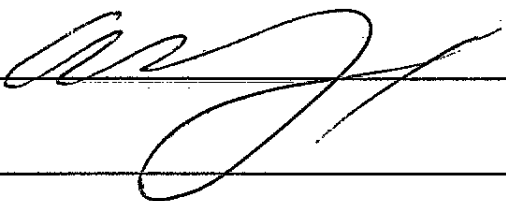
WAIVER OF NOTICE OF SPECIAL
MEETING OF STOCKHOLDERS AND DIRECTORS OF
1878 STEAKHOUSE OF FERNANDINA, INC.

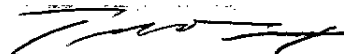
We, the undersigned, being the stockholders and the directors of 1878 Steakhouse of Fernandina, Inc. do hereby waive all notice of a Special Meeting of Stockholders and Directors of said Corporation and do hereby agree and consent that the purpose of said meeting be the adoption of a plan for the complete liquidation of the Corporation, and for a distribution of all of the assets of the Corporation in complete liquidation less such assets to be retained as are required to meet corporate claims, within twelve (12) months beginning on the date of the adoption of such plan; and for the transaction of such other business as Dated the 31st day of August 1999.

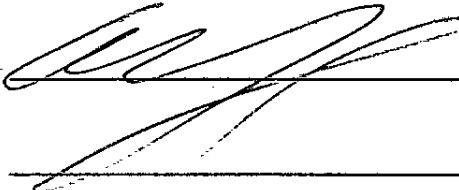
Stockholders

Directors









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TALLAHASSEE, FLORIDA

CERTIFIED COPY OF RESOLUTION
1878 STEAKHOUSE OF FERNANDINA, INC.

I hereby certify that the following Resolution was unanimously adopted at a Special Meeting of the Stockholders and Directors held on the 31st day of August 1999.

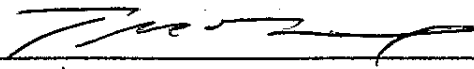
RESOLVED, that the following plan of liquidation, pursuant to Section 331 of the Internal Revenue Code of 1954, one and the same is hereby adopted:

I. I, within thirty (30) days of the date of this meeting shall file Form 966, with the Director, Internal Revenue Service, attaching a certified copy of this Resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.

II. That the Corporation, by its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders, and an incident to the plan of complete liquidation adopted by the stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1954.

III. That as soon as practical thereafter, I shall file a Articles of Dissolution of the Corporation to the Florida Department of State and that the officers of the corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954. Dated August 31, 1999.


Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MINUTES OF SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS OF
1878 STEAKHOUSE OF FERNANDINA, INC.

A special meeting of stockholders and directors of 1878 Steakhouse of Fernandina, Inc. was held on the 31st day of August 1999

The following being all of the stockholders and directors were present

<u>STOCKHOLDER:</u>	<u>DIRECTOR:</u>
Todd Alfred Ochsner	Todd Alfred Ochsner
Alfred B. Ochsner	Alfred B. Ochsner

A written waiver of notice of this meeting, signed by the stockholders and directors, was then presented and read by the secretary and was ordered to be appended to these Minutes.

The Chairman then announced that the purpose of this meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. Accountants for the corporation were asked for their opinion of the tax results to the Corporation and the stockholders, caused by the complete liquidation and distribution of the corporate assets. The stockholders expressed their desire to liquidate and distribute the assets of the corporation to the stockholders.

After hearing Accountants' explanation of the Tax Laws under the 1954 Internal Revenue Code, especially Section 331 thereof, and under the New Jersey Franchise Tax Laws; and after a full discussion by the stockholders and directors of the Corporation; after a report by the President of the Corporation as to the fair market value of the assets and the general financial condition, the following resolution was unanimously adopted:

RESOLVED, That the following plan of liquidation pursuant to Section 331 of the Internal Revenue Code of 1954, be and the same is hereby adopted:

I. Within thirty (30) days after the date of this meeting, Accountants for the Corporation shall file Form 966 with the Direction, Internal Revenue Service Center, attaching thereto a certified copy of this Resolution, indicating that the stockholders and directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.

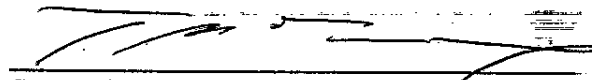
II. That the Corporation, by its duly authorized officer, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the stockholders as an incident to the plan of complete liquidation adopted by the stockholders and directors pursuant to Section 331 of the Internal Revenue Code of 1954.

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TALLAHASSEE, FLORIDA

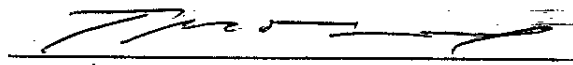
III. That as soon as practical thereafter, Accountants for the Corporation shall file a certificate for the dissolution of the Corporation to the New Jersey State Stock Corporation Law, and that the officers of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the officers and directors be and are hereby empowered, authorized, and directed to proceed in accordance with the resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the Corporation in accordance with the plan liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954.

There being no further business before the meeting, the Meeting adjourned. Dated: August 31, 1999.


Secretary

Attest:


President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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