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BASIC AMENDMENT

THE OCEANAIRE RESTAURANT COMPANY, INC.

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Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Affidavit Attending Officers

The undersigned, hereby represents, warrants and certifies that the List of Officers and Directors of The Oceanaire Restaurant Company, Inc. is amended as follows:

Officers:

Name	Title	Address
Terence Ryan	President and CEO	1300 Nicollet Mall, Ste. 2200, Minneapolis, MN 55403
Glenn C. Massey	CFO, Secretary & Treasurer	1300 Nicollet Mall, Suite 2200, Minneapolis, MN 55403

Directors:

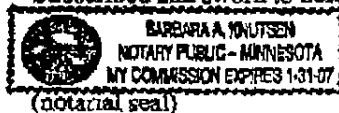
Name	Address
Terence Ryan	1300 Nicollet Mall, Ste. 2200, Minneapolis, MN 55403
Glenn C. Massey	1300 Nicollet Mall, Suite 2200, Minneapolis, MN 55403

IN WITNESS WHEREOF, the undersigned has executed this affidavit this 29th day of November, 2005.

THE OCEANAIRE RESTAURANT COMPANY, INC.

By: [Signature]
Glenn C. Massey, CFO/Secretary and Treasurer

Subscribed and sworn to before me on this 29th day of November, 2005.



Mt:1270230.01

[Signature]
Notary