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May 29, 1998

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Jimmy Hall's Steak House, Inc.

500002542335--6
-06/01/98--01063--020
*****35.00 *****35.00

Dear Madam:

Enclosed please find Statement of Intent to Dissolve and Articles of Dissolution Pursuant to Section 607.1402 of the Florida General Corporation Act to be filed on behalf of Jimmy Hall's Steak House, Inc. Also enclosed is our check in the amount of \$35.00, which we understand to be your filing fee.

If there are any questions or problems or if there is further documentation required, please advise.

Very truly yours,

Donald O. McFarland

Donald O. McFarland, Esq. *OA*

DOM/ch
Enclosures

98 JUN - 1 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1402 OF
THE FLORIDA GENERAL CORPORATION ACT**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is JIMMY HALL'S STEAK HOUSE, INC.
2. The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
William B. Hall	President	515 Hendricks, Clearwater, FL
Michael L. Hall	Vice President	515 Hendricks, Clearwater, FL
James D. Hall, Jr.	Secretary- Treasurer	515 Hendricks, Clearwater, FL

3. The names and addresses of its directors are:

<u>Name</u>	<u>Address</u>
William B. Hall	515 Hendricks, Clearwater, FL
Michael L. Hall	515 Hendricks, Clearwater, FL
James D. Hall, Jr.	515 Hendricks, Clearwater, FL

4. All debts, obligations and liabilities of the corporation have been paid or discharged, or adequate provision has been made therefor.

5. All remaining property and assets of the corporation have been distributed to the shareholders in accordance with their respective rights and interests.

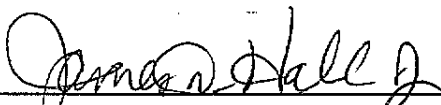
6. There are no actions pending against the corporation in any court.

7. A statement of intent to dissolve the corporation is attached hereto.

Dated: May 31, 1998.

JIMMY HALL'S STEAK HOUSE, INC.

Attest:


JAMES D. HALL, JR., Secretary

By: William B. Hall
WILLIAM B. HALL, President

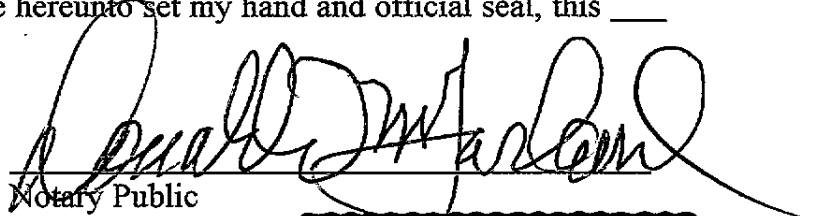
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

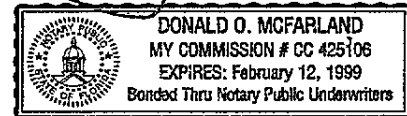
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared WILLIAM B. HALL, as President, and JAMES D. HALL, JR., as Secretary of JIMMY HALL'S STEAK HOUSE, INC., personally known to me to be the persons described in and who subscribed in the above Articles of Dissolution, or who furnished _____ as identification; that they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this ____ day of May, 1998.


Notary Public



APPROVED
AND
FILED
98 JUN -1 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF INTENT TO DISSOLVE
JIMMY HALL'S STEAK HOUSE, INC.
BY ACT OF THE CORPORATION**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

1. The name of the corporation is JIMMY HALL'S STEAK HOUSE, INC.
2. The following resolution to dissolve the corporation was adopted by the shareholders of the corporation on April 15, 1998.

BE IT RESOLVED:

That the shareholders believe it is in the best interests of the corporation to dissolve effective May 31, 1998, in accordance with Section 607.1402 of the Florida Statutes, and hereby approves the Board of Directors' resolution for dissolution and votes unanimously for dissolution of this corporation.

3. The number of shares of the corporation outstanding at the time of such adoption was 500 shares, and the number of shares entitled to vote thereon was:

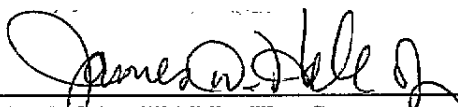
<u>Class</u>	<u>Number of Shares</u>
Common	500

4. The number of shares voted for such resolution was 500, and the number of shares voted against such resolution was zero (0).

Dated: April 15, 1998.

JIMMY HALL'S STEAK HOUSE, INC.

Attest:


JAMES D. HALL, JR., Secretary

By: William B. Hall
WILLIAM B. HALL, President

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA