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CT Corporation System
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Attn: Jeff Netherton

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99 DEC 16 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/16/99--01070--010
*****35.00 *****35.00

CORPORATION(S) NAME

Cobb Investment Company, Inc.

Changing to: Southern Restaurant Group, Inc. d/b/a Destin Development Company

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
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Acknowledgement _____
W.P. Verifier _____

12/16/99

DBA

N.C.

C. COULLETTE DEC 17 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Cobb Investment Company, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. June 7, 1979
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE§)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 12, 1999

5. Southern Restaurant Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

New Jurisdiction

Thomas E. Kranz
Signature

November 18, 1999
Date

Thomas E. Kranz
Typed or printed name

Vice President
Title

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99 DEC 16 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF
SOUTHERN RESTAURANT GROUP, INC.
(FORMERLY COBB INVESTMENT COMPANY, INC.)**

The undersigned, who are all of the members of the board of directors of Southern Restaurant Group, Inc. (formerly Cobb Investment Company, Inc.), a Delaware corporation (the "Corporation"), do hereby consent to taking these actions without a meeting, hereby adopt the following resolutions as the action of the board of directors of said corporation in lieu of a meeting, and direct that this written consent be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Corporation recently filed an amendment to the Corporation's Certificate of Incorporation with the State of Delaware which changed its corporate name from "Cobb Investment Company, Inc." to "Southern Restaurant Group, Inc." (the "Name Change"); and

WHEREAS, because of the Name Change, the Corporation is required to file applications to amend its Certificate of Authority in all states where the Corporation is qualified to do business; and

WHEREAS, the name "Southern Restaurant Group, Inc." is unavailable for use in the State of Florida, one of the states where the Corporation is qualified to do business; and

WHEREAS, the directors of the Corporation desire to cause the Corporation to adopt the name "Destin Development Company" for use in doing business in the State of Florida.

BE IT THEREFORE RESOLVED, that the Corporation, organized and existing under the laws of the State of Delaware, hereby adopts the name "Destin Development Company" for use in the State of Florida.

FURTHER RESOLVED, that each of the duly elected officers of the Corporation be and the same hereby are authorized and directed to do any and all such things and to execute, deliver and file all such writings, documents, and instruments as shall be necessary or appropriate to implement and carry out the above and foregoing resolution. The signature of one or more of said officers on any such instrument shall be conclusive proof of the appropriateness of said instrument and of the authority of the officer or officers to execute the same.

Executed by the undersigned on the 12th day of October, 1999, the Secretary being directed to place this Consent Action in the corporate minute book.

BOARD OF DIRECTORS:

Henry H. Cobb, Jr.
Henry H. Cobb, Jr.

Edward H. O'Gwynn, Jr.

Margaret C. Reyher

Catherine C. Stephenson

H. Hammond Cobb, III

Nicholas J. Sarra, III
Nicholas J. Sarra, III

Alice W. Cobb

Jack P. Stephenson, Jr.

Thomas E. Kranz
Thomas E. Kranz

Executed by the undersigned on the _____ day of _____, 1999, the
Secretary being directed to place this Consent Action in the corporate minute book.

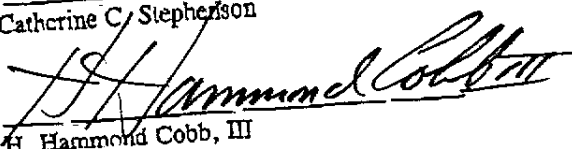
BOARD OF DIRECTORS:

Henry H. Cobb, Jr.

Edward H. O'Gwynn, Jr.

Margaret C. Royher

Catherine C. Stephenson


H. Hammond Cobb, III

Nicholas J. Sarra, III

Alice W. Cobb

Jack P. Stephenson, Jr.

Thomas E. Kranz

Executed by the undersigned on the _____ day of _____, 1999, the Secretary being directed to place this Consent Action in the corporate minute book.

BOARD OF DIRECTORS:

Henry H. Cobb, Jr.

Edward H. O'Gwynn, Jr.

Margaret C. Reyher
Margaret C. Reyher

Catherine C. Stephenson
Catherine C. Stephenson

H. Hammond Cobb, III

Nicholas J. Sarra, III

Alice W. Cobb
Alice W. Cobb

Jack P. Stephenson, Jr.
Jack P. Stephenson, Jr.

Thomas E. Kranz

Executed by the undersigned on the _____ day of _____, 1999, the Secretary being directed to place this Consent Action in the corporate minute book.

BOARD OF DIRECTORS:

Henry H. Cobb, Jr.

Edward H. O'Gwynn, Jr.
Edward H. O'Gwynn, Jr.

Margaret C. Reyher

Catherine C. Stephenson

H. Hammond Cobb, III

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Thomas E. Kranz

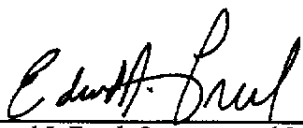
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COBB INVESTMENT COMPANY, INC.", CHANGING ITS NAME FROM "COBB INVESTMENT COMPANY, INC." TO "SOUTHERN RESTAURANT GROUP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

0870129 8100

991428549

AUTHENTICATION: 0019428

DATE: 10-12-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION OF
COBB INVESTMENT COMPANY, INC.**

Cobb Investment Company, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and having its registered office in the State of Delaware in the county of New Castle, 1209 Orange Street, Wilmington, Delaware, does hereby certify as follows:

(i) that the following resolution is a true and correct copy of the resolution adopted by the Board of Directors of the Corporation proposing an amendment to the Certificate of Incorporation of the Corporation and declaring its advisability in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

RESOLVED, by the Board of Directors of the Corporation that the Certificate of Incorporation of the Corporation be amended to change the name of the Corporation to "Southern Restaurant Group, Inc." by deleting the heading and Article I in their entirety and substituting in lieu thereof the following:

Certificate of Incorporation
of
Southern Restaurant Group, Inc.

Article I
Name

The name of the corporation is:
Southern Restaurant Group, Inc.

RESOLVED FURTHER, that the Board of Directors declares it desirable and hereby recommends to the stockholders of the Corporation that the Certificate of Incorporation be amended as aforesaid and directs that the aforesaid amendment be submitted to the stockholders of the Corporation for their action; and

RESOLVED FURTHER, that upon approval of said amendment by the stockholders of the Corporation the president of the Corporation be, and he hereby

is, authorized and directed to execute and file a Certificate of Amendment to the Certificate of Incorporation of the Corporation in the State of Delaware, at such time as deemed appropriate by the president, and to execute and to file all further documents and to do all further acts or things within or without the State of Delaware as he may deem necessary or desirable to effectuate the above amendment.

(ii) that pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the state of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment; and

(iii) that said amendment has been duly adopted in accordance with applicable provisions of Sections 242 and 222 of the General Corporation Law of the State of Delaware.

(iv) that said amendment shall become effective on the date of filing this Certificate of Amendment with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Henry H. Cobb, Jr., its President, this 6th day of OCTOBER, 1999.

COBB INVESTMENT COMPANY, INC.

By: Henry H. Cobb, Jr.
Henry H. Cobb, Jr.
Its President

STATE OF FLORIDA)
OKALOOSA COUNTY)

Before me, a notary public in and for said county, in said state, personally appeared Henry H. Cobb, Jr., on this date, who being first duly sworn, did depose, acknowledge and say as follows: (i) that affiant is President of Cobb Investment Company, Inc., a Delaware corporation, named in the foregoing Certificate of Amendment, (ii) that he, as such officer, is authorized and empowered to make this sworn verification and to cause the Certificate of Amendment to be executed, acknowledged and filed for record on behalf of the corporation, and (iii) that he, as such officer of said corporation, is familiar with the contents of the foregoing Certificate of Amendment as the act and deed of said corporation, and the matters set forth therein are true.

Given under my hand and official seal, this the 16th day of OCTOBER, 1999.

Jill M. Baughman
Notary Public
My Commission Expires July 20, 2000
[Notary Seal]

