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Mar 10, 1999 8:00 am
Secretary of State

03-10-1999 90151 011 ***150.00

11/1/98

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 857338

1. Corporation Name
HOUSTON'S RESTAURANTS, INC.



Principal Place of Business
 8 PIEDMONT CENTER
 SUITE 720
 ATLANTA GA 30305

Mailing Address
 8 PIEDMONT CENTER
 SUITE 720
 ATLANTA GA 30305

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified

08/05/1983

4. FEI Number

52-1164709

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD DELETE
 NAME BIEL, GEORGE W.
 STREET ADDRESS 2525 E CAMELBACK ROAD, STE 810
 CITY-ST-ZIP PHOENIX AZ

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE STV DELETE
 NAME ASHBY, R. SCOTT
 STREET ADDRESS EIGHT PIEDMONT CENTER, SUITE 720
 CITY-ST-ZIP ATLANTA GA

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE V DELETE
 NAME BRANSTETTER, VICTOR
 STREET ADDRESS 8 PIEDMONT CENTER, #720
 CITY-ST-ZIP ATLANTA GA

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE VD DELETE
 NAME LEDBETTER, JOSEPH
 STREET ADDRESS 3100 W.END AVENUE, #1290
 CITY-ST-ZIP NASHVILLE TN

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE D DELETE
 NAME BIEL, CAROL R.
 STREET ADDRESS 2525 E CAMELBACK ROAD, STE. 810
 CITY-ST-ZIP PHOENIX AZ

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE D DELETE
 NAME LEDBETTER, CANDICE W
 STREET ADDRESS 3100 W.END AVENUE, #1290
 CITY-ST-ZIP NASHVILLE TN

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/16/99

Date

(404) 231-0161

Daytime Phone #

CR2E034 (11/98)