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February 18, 2002

Via Second Day UPS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300004961713--4
-02/20/02--01068--003
***105.00 ***105.00

Re: Hops of South Florida II, Ltd.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$105.00, such sum representing the filing fee for a Certificate of Dissolution and a certified copy of the amendment. Also enclosed is a Certificate of Dissolution duly signed by the general partner, Hops Bar & Grill, Inc., a Florida corporation.

If you should have any questions, please contact me at 813.286.6108.

Sincerely yours,

Kate G. Asturias

Kate G. Asturias
Legal Counsel

enclosures

FILED
2002 FEB 20 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CANCELLATION
OF
HOPS OF SOUTH FLORIDA II, LTD.
A Florida Limited Partnership**

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited Partnership, whose Certificate was filed with the Florida Department of State on January 19, 1999 hereby submits this Certificate of Cancellation. The undersigned general partner, desiring to dissolve a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states the following:

(a) Name of Limited Partnership:

HOPS OF SOUTH FLORIDA II, LTD.

(b) Reason for cancellation:

Hops of South Florida II, Ltd. has not conducted any business within or outside the State of Florida since its inception.

(c) This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

(d) General partner:

Hops Grill & Bar, Inc.
2701 North Rocky Point Drive, Ste. 300
Tampa, FL 33607

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Cancellation has been executed by Zack A. Kollias, the Senior Vice President of Hops Grill & Bar, Inc., the sole general partner on this the 18th day of February, 2002.

General Partner:

HOPS GRILL & BAR, INC.

By: _____

Zack A. Kollias

Senior Vice President
Finance and Administration

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DEPT. OF STATE
TALLAHASSEE, FLORIDA