

**HARKAVY
SHAINBERG
KOSTEN
KAPLAN &
DUNSTAN, PC**

**ATTORNEYS
AT LAW**

**P.O. BOX 3070
MEMPHIS, TN
38173-3070**

Ronald M. Harkavy
Raymond M. Shainberg †
Alan L. Kosten
Michael D. Kaplan
Allen C. Dunstan
Steve R. Graber
Neil Harkavy
Jerome A. Broadhurst ††
Alan M. Harkavy

Of Counsel:
I. Drayton Pruitt, Jr.*
Laurie A. Cooper**

Also Licensed In:
New York †
Ohio ††
Alabama *
Massachusetts **

Downtown Office:
Suite 1300
Peabody Office Tower
100 Peabody Place
Memphis, Tennessee 38103-3625

**Telephone (901) 761-1263
Telecopier (901) 763-3340**

East Office:
Suite 140
6660 Poplar Avenue
Memphis, Tennessee 38119

**Telephone (901) 761-1263
Telecopier (901) 843-0864**

**Writer's Direct Dial Number:
(901) 255-0405**

Please Reply To Downtown Office

September 23, 1998

100002651021--3
-09/29/98-01021--006
*****35.00 *****35.00

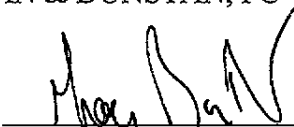
Secretary of State of Florida
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are documents and payment for the Lovett's Buffet, Inc., name change. Please call if there are any questions.

Sincerely yours,

HARKAVY SHAINBERG KOSTEN
KAPLAN & DUNSTAN, PC

By: 
Gray W. Bartlett

FILED
99 AUG 19 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GWB:ban

Enclosures

WJ
79600000042
NC
4/98
8-19-99



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1998

HARKAVY SHAINBERG KOSTEN
% GARY BARTLETT
P.O. BOX 3070
MEMPHIS, TN 38173-3070

SUBJECT: LOVETT'S BUFFET, INC.
Ref. Number: F96000000042

We have received your document for LOVETT'S BUFFET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 298A00049567



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

HARKAVY SHAINBERG KOSTEN
% JUSTIN KAPLAN
P.O. BOX 241450
MEMPHIS, TN 38124-1450

SUBJECT: LOVETT'S BUFFET, INC.
Ref. Number: F96000000042

We have received your document for LOVETT'S BUFFET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 399A00037628

**HARKAVY
SHAINBERG
KOSTEN
KAPLAN &
DUNSTAN, PC**

**ATTORNEYS
AT LAW**

**P.O. BOX 3070
MEMPHIS, TN
38173-3070**

Ronald M. Harkavy
Raymond M. Shainberg †
Alan L. Kosten
Michael D. Kaplan
Allen C. Dunstan
O. Douglas Shipman
Steve R. Graber
Neil Harkavy
Jerome A. Broadhurst ††
Alan M. Harkavy

Of Counsel:
I. Drayton Pruitt, Jr.*
G. Thomas McPherson**
Laurie A. Cooper***

Also Licensed In:
New York †
Ohio ††
Alabama *
Mississippi**
Massachusetts***

Downtown Office:
Suite 1300
Peabody Office Tower
100 Peabody Place
Memphis, Tennessee 38103-3625

Telephone (901) 761-1263
Telecopier (901) 763-3340

East Office:
Suite 140
6060 Poplar Avenue
Memphis, Tennessee 38119

Telephone (901) 761-1263
Telecopier (901) 843-0864

Please Reply to Downtown Office

Writer's Direct Dial Number:
(901) 255-0403

August 18, 1999

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

VIA FEDERAL EXPRESS

Attention: Ms Carol Mustain

RE: Lovett's Buffet, Inc. Ref. No. F96000000042

Dear Ms. Mustain

Further to your letter of July 22, 1999, we enclose an original Certificate of Existence from the State of Tennessee for Barnhill's Buffet, Inc., along with a certified copy of the Articles of Amendment to the Charter and our original application to transact business in Florida, which you returned to us with your July 22 letter.

We hope this is all you need to complete this transaction. Thank you very much for your assistance in this regard.

Very truly yours,



Freda B. Boren
Secretary to Michael D. Kaplan

Enclosures

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Lovett's Buffet, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Tennessee
3. Date authorized to do business in Florida: 12-29-95

SECTION II (4-7 complete only the applicable changes)

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

9-15-98

FILED
99 AUG 19 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Barnhill's Buffet, Inc., a Tennessee corporation doing business in Florida as Barnhill's Buffet of Tennessee, Inc.

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

N/A

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

N/A

Michael D. Kaplan, Asst Secretary
Michael D. Kaplan
Signature
Name and Title

7-12-99

Date

3557 2355

ARTICLES OF AMENDMENT TO THE CHARTER

OF

LOVETT'S BUFFET, INC.

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Lovett's Buffet, Inc. The purpose of this amendment is to change the name of the corporation.
2. The text of the amendment adopted is:
 1. **The name of the corporation is Barnhill's Buffet, Inc.**
3. The corporation is for-profit corporation.
4. The amendment was duly adopted on May 22, 1998, by the board of directors and shareholders.
5. This amendment is to be effective when these articles are filed by the Secretary of State.

Date: 5/29/98, 1998

LOVETT'S BUFFET, INC.

By: Richard A. Wilson
Richard A. Wilson, Chairman

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/17/1999
REQUEST NUMBER: 99229537

CHARTER/QUALIFICATION DATE: 05/18/1992
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0253372
JURISDICTION: TENNESSEE

TO:
THE SEARCH I ON
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH I ON
PO BOX 120598

NASHVILLE, TN 37212

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"BARNHILL'S BUFFET, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3557-2355	09/15/1998	AMEND-CHARTER	NAM DUR STK PRN OFC AGT INC MAL FYC X

FOR: REQUEST FOR COPIES

ON DATE: 08/17/99

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

FEEES

RECEIVED:	\$80.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$80.00

RECEIPT NUMBER: 00002536783
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

CERTIFIED COPY OF THE RESOLUTION

The undersigned, Michael D. Kaplan, Assistant Secretary of Barnhill's Buffet, Inc., a corporation duly organized and existing under the laws of the State of Tennessee (the "Corporation"), hereby certifies that the following is a true and correct copy of an Enabling Resolution duly adopted by the Board of Directors of the Corporation and the same is in conformity with the Charter and Bylaws of the Corporation:

RESOLVED, that because the name Barnhill's Buffet, Inc., is not available in the State of Florida, the Corporation shall be registered in the State of Florida under the name "Barnhill's Buffet, Inc., a Tennessee corporation doing business in Florida as Barnhill's Buffet of Tennessee, Inc."

WITNESS my hand this 27th day of July, 1999.



MICHAEL D. KAPLAN, Assistant Secretary
of Barnhill's Buffet, Inc.