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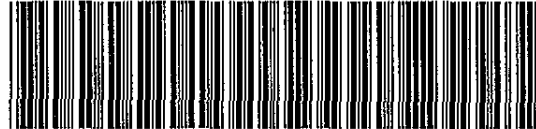
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Officer Resignation

T BROWN JUN 20 2005

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Please Reply To:
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ORLANDO, FLORIDA 32802-3000

TELEPHONE (407) 425-7010
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June 14, 2005

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ALFRED TRUESDELL
MICHAEL C. TYSON
JOSEPH C. L. WETTACH
RICKI L. WHIPPLE
BERNARD J. ZIMMERMAN (Retired)

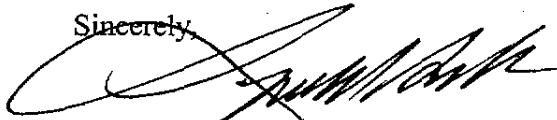
Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Huntington Restaurants Group, Inc.
Office/Director Resignation

Dear Sir/Madam :

Enclosed are the following documents: Officer/Director Resignation by Glenn Beattie as Vice Director and Transmittal Letter regarding the above-referenced corporation. Our firm's check no. 003459, dated May 25, 2005, in the amount of \$35.00 is enclosed for filing fees.

Sincerely,



Lyndel Anne Mason

LAM/bam
Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Huntington Restaurants Group, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F98000001265

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lyndel Anne Mason, Esquire
(Name of Person)

Zimmerman, Kiser & Sutcliffe, P.A.
(Name of Firm/Company)

P.O. Box 3000
(Address)

Orlando, Fl. 32802
(City/State and Zip Code)

For further information concerning this matter, please call:

Lyndel Anne Mason at (407) 425-7010
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

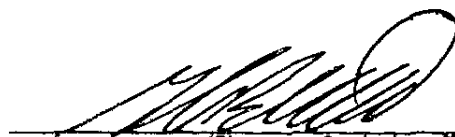
**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

I, Glenn Beattie, hereby resign as Vice Director
(Title)

of Huntington Restaurants Group, Inc.
(Name of Corporation)

F98000001265, a corporation organized under the laws of the State of
(Document Number, if known)

Florida


(Signature of resigning officer/director)

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:

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