



K45167

ACCOUNT NO. : 072100000032
REFERENCE : 404593 9930A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
2001 NOV 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 13, 2001

ORDER TIME : 10:43 AM

ORDER NO. : 404593-005

CUSTOMER NO: 9930A

CUSTOMER: Ms. Kathleen H. Farnham
Perry & Kern, P.a.
50 S. E. 4th Avenue

Delray, FL 33483

600004683686-6
-11/15/01-01019-024
*****43.75 *****43.75

DOMESTIC AMENDMENT FILING

NAME: FIFTH AVENUE GRILL, INC.

FILE SECOND

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.
C. Coulliste NOV 15 2001

CONTACT PERSON: Deborah Schroder -- EXT# 1118
EXAMINER'S INITIALS: _____

RECEIVED
01 NOV 15 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2001 NOV 15 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 14, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: 300 Avenue Grill, Inc./Fifth Avenue Grill, Inc./Restaurant Holdings, Inc.

To Whom it May Concern:

Please be advised that due to a corporate reorganization, the assets of 300 Avenue Grill, Inc. and Fifth Avenue Grill, Inc. will now be owned by Restaurant Holdings, Inc. The shareholders and officers of 300 Avenue Grill, Inc., Fifth Avenue Grill, Inc. and Restaurant Holdings, Inc. will be one and the same. In order to accomplish this transfer it is necessary to make the following changes to the corporate records:

1. Change the name of Restaurant Holdings, Inc. back to 300 Avenue Grill, Inc. to free up the name Restaurant Holdings, Inc.
2. Change the name of Fifth Avenue Grill, Inc. to Restaurant Holdings, Inc.

As President of 300 Avenue Grill, Inc., Fifth Avenue Grill, Inc. and Restaurant Holdings, Inc. I am duly authorized to consent to the above name changes on behalf of the corporations.

Should you have any questions, please feel free to contact me or corporate counsel, Mark Perry, at (561) 276-4146..

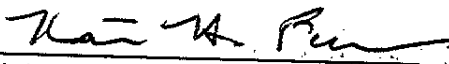
Sincerely,



JOHN THERIEN, President
300 Avenue Grill, Inc.
Fifth Avenue Grill, Inc.
Restaurant Holdings, Inc.
P.O. Box 790
Delray Beach, FL 33447
(561) 278-0356

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of November, 2001, by John Therien, President of 300 Avenue Grill, Inc., Fifth Avenue Grill, Inc. and Restaurant Holdings, Inc., a duly authorized officer of each corporation, who is personally known to me or who produced _____ as identification.



Notary Public - State of Florida

My commission expires:



Kathleen H. Farnham
MY COMMISSION # CC909632 EXPIRES
May 20, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FIFTH AVENUE GRILL, INC.

(present name)

K45167

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I - NAME: The name of the corporation is hereby changed to:

RESTAURANT HOLDINGS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD: The date of each amendment's adoption: 11/15/01

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of November, 2001

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) John Therien, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

(Typed or printed name)

(Title)