

LAW OFFICES
EDWARD H. GILBERT
PROFESSIONAL ASSOCIATION

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BOCA RATON, FLORIDA 33486

K95401

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June 21, 1999

VIA FEDERAL EXPRESS

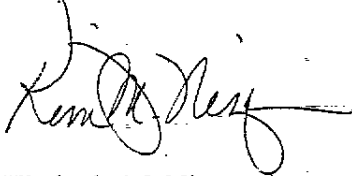
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Southern Restaurant Group, Inc. f/k/a Nick's Italian Fishery, Inc. (the "Corporation")

Dear Sirs:

Enclosed please find the Statement of Change of Registered Office or Registered Agent or Both for Corporations (the "Statement of Change") relating to the above referenced Corporation along with our check in the amount of \$35.00 representing the appropriate filing fee. Please return a copy of the Statement of Change to my office in the enclosed self-addressed stamped envelope. If you have any questions please call me.

Very truly yours,



Kimberly M. Nizer
Legal Assistant

Enclosures

RA Change
6-25-99
MJS

400002912054--6
-06/22/99-01047--003
*****35.00 *****35.00

99 JUN 22 AM 11:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: SOUTHERN RESTAURANT GROUP, INC. f/k/a NICK'S ITALIAN FISHERY, INC.

2. The mailing address of the corporation is: 6100 Glades Road, Suite 201, Boca Raton, Florida 33431

3. Date of incorporation/qualification: 6/13/89 Document number: K95401


4. The name and address of the current registered agent and office:
Edward H. Gilbert, P.A.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

 5/6/99
(Signature of an officer, chairman or vice chairman of the board) (Date)

Nicholas F. Bimonte, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

 5/6/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
Edward H. Gilbert President
(Typed or Printed Name) (Capacity)

***** FILING FEE: \$35.00 *****