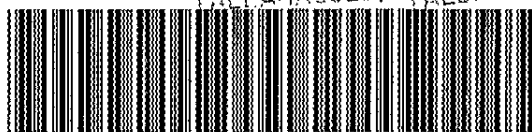


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SECRETARY OF STATE, DEPT OF STA  
TALLAHASSEE, FLORIDA TALLAHASSEE, FLOI



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

June 3, 2003

REGISTRATION SECTION  
DIVISION OF CORPORATIONS

P.O. BOX 6327  
TALLAHASSEE, FL 32314

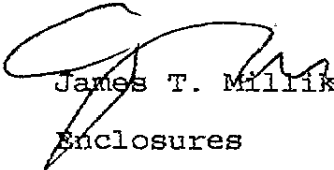
Re: S & T RESTAURANT GROUP LLC

Ladies and Gentlemen:

We enclose original+copy of the Change of Registered Agent  
Address of S & T RESTAURANT GROUP LLC, along with the filing fee  
of 25., made payable to Florida Department of State.

Thank you for your assistance.

Sincerely,



James T. Milliken

Enclosures

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR  
BOTH FOR LIMITED LIABILITY COMPANY**

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*Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned, limited liability company 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 limited liability company is: S & T RESTAURANT GROUP LLC
2. The mailing address of the limited liability company is : 821 N. VICTORIA PARK RD., # 7  
FORT LAUDERDALE, FL 33304

11/25/2002

L02000031536

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

SCHIRA, TIMOTHY

Name

1348 WASHINGTON AVE. SUITE 179

Address

MIAMI BEACH, FL 33139

City, State and Zip

6. The name and address of the new registered agent and/or office:

SCHIRA, TIMOTHY

Name

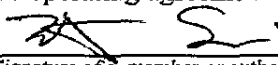
821 N. VICTORIA PARK RD., #7

Florida street address (P.O. Box NOT acceptable)

FORT LAUDERDALE, FL 33304

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

  
(Signature of a member or authorized representative of a member)

TIMOTHY SCHIRA

(Printed or typed name of signee)

*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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

  
(Signature of Registered Agent)

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

*File***S & T RESTAURANT GROUP LLC****EXHIBIT B**FILED  
03 JUN 11 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amending Exhibit A, and any other provision of the Operating Agreement inconsistent herewith, the equity interest and voting power in the limited liability company shall be Timothy Schira, who shall hold 51 percent of the equity interest in the limited liability company and 51 percent of the voting power, and Samuel Gaita, who shall hold 49 percent of the equity interest in the limited liability company and 49 percent of the voting power.

To the extent necessary, this Exhibit B shall serve in lieu of a meeting of the members of the limited liability company, having been executed by all of the members of the limited liability company for the purposes set forth herein.

The transfers of equity interest in the limited liability company and voting power in the limited liability company contemplated by this Exhibit B are supported by consideration, and the President is directed to instruct the limited liability company's accountant to reflect such consideration on the books and records of the limited liability company.

DATED this 6 of JUNE, 2003

  
TIMOTHY SCHIRA  
SAMUEL GAITA