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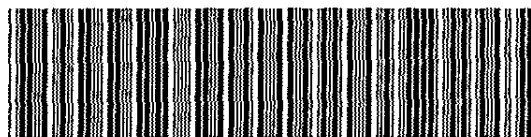
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2004 MAR 18 PM 12:39
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 30 2004

SPOTTSWOOD, SPOTTSWOOD and SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
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KEY WEST, FL 33040
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JOHN M. SPOTTSWOOD, JR.
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ERICA N. HUGHES

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1973)
ROBERT A. SPOTTSWOOD

VIA FEDERAL EXPRESS

March 17, 2004

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

RE: Articles of Amendment to Articles of Organization of
Duval Restaurant Group, LLC

Dear Sir or Madam:

Enclosed is Articles of Amendment to Articles of Organization of Duval Restaurant Group, LLC and Resignation of Member, Managing Member or Manager. Also enclosed is our firm's check in the amount of \$50.00 which represents filing fee of \$25.00 for each document.

If you have any questions please do not hesitate to contact our office.

Sincerely,



Sarah L. Vega, Assistant to
ERICA N. HUGHES, Esq.

/slv

Enclosures

FILED
2004 MAR 18 PM 12:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

DUVAL RESTAURANT GROUP, LLC

(Present Name)
(A Florida Limited Liability Company)

FILED
2004 MAR 18 PM 12:39
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was July 30, 2003

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Due to a transfer of membership interests, Article IV is hereby modified to provide that the member-managers shall be the following individuals:

Charles Martin Schaefer

720 Eaton Street

Key West, Florida 33040

John Whiteford Swann

305 Lincoln Avenue

St. Michaels, Maryland 21663

Dated March 16 2004



Signature of a member or authorized representative of a member

Charles Martin Schaefer

Typed or printed name of signee

Filing Fee: \$25.00