

NOLBO, INC.

L73225

September 1, 1999

Ms. Thelma Lewis
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002958896--3
-08/13/99-01027-004
*****35.00 *****35.00

Re: Gladstone's Grilled Chicken, Inc.
Ref. Nbr. L73225
Letter Nr. 499A0041990

Dear Ms. Lewis:

As requested, please find enclosed the following:

1. Copy of your letter
2. Articles of Dissolution
3. Resolution of the Board of Directors

Thank you for your cooperation and if you need additional information please let us know.

Sincerely yours


Sean Flaherty

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encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldie

8426 SUNSTATE STREET
TAMPA, FL 33634

T. LEWIS SEP 3 1999

813-882-4753

813-888-7287 (FAX)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 1999

MARVIN NOLLEY
FLAME-BROILED CHICKEN, INC.
8426 SUNSTATE STREET
TAMPA, FL 33634

SUBJECT: GLADSTONE'S GRILLED CHICKEN, INC.
Ref. Number: L73225

We have received your document for GLADSTONE'S GRILLED CHICKEN, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 499A00041990

ARTICLES OF DISSOLUTION

GLADSTONE'S GRILLED CHICKEN, INC.

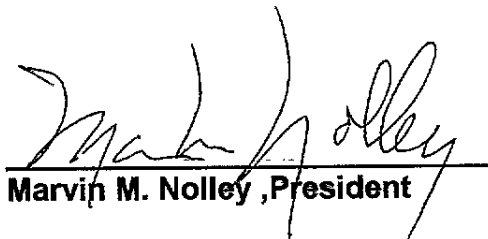
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: THE NAME OF THE CORPORATION IS GLADSTONE'S GRILLED CHICKEN, INC.

SECOND: THE DATE OF THE DISSOLUTION WAS JUNE 1, 1999

THIRD: DISSOLUTION WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR DISSOLUTION WAS SUFFICIENT FOR APPROVAL.


Marvin M. Nolley, President

RESOLUTION OF BOARD OF DIRECTORS
OF
GLADSTONE'S GRILLED CHICKEN, INC.

RESOLVED, that this Corporation be dissolved and that distribution of corporate proceeds be made in the following manner:

All proceeds of the sale of corporate assets be distributed among each of its shareholders according to the number of shares owned and its proportion to the number of shares outstanding of this Corporation; and

RESOLVED FURTHER, that the President endorse each certificate presented with the amount paid per share and the date of payment, and

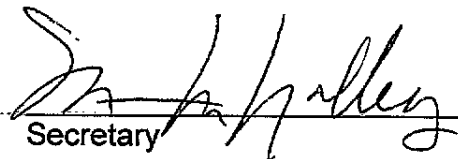
RESOLVED FURTHER, that the Board of Directors approves of such plan of liquidation, and approves of the letter of the President announcing this liquidation being sent to the shareholders of this Corporation and to the Secretary of State of Florida.

CERTIFICATE OF SECRETARY

I certify that I am duly qualified and acting Secretary of Gladstone's Grilled Chicken, Inc. a Corporation organized and existing under the laws of the State of Florida. The forgoing is a true copy of a resolution duly adopted by the Board of Directors at a meeting held on June 1, 1999., and entered in the minutes of such meeting in the Corporation's minute book. The resolution is in accordance with the Articles of Incorporation and Bylaws of this Corporation and is now in full force and effect.

Dated: June 1, 1999

Corporate Seal



Secretary