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04 MAR -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Goodman Breen & Gibbs

ATTORNEYS AT LAW

*Dorothy M. Breen**
*Nancy J. Gibbs**
*Kenneth D. Goodman**

3838 Tamiami Trail North, Suite 300
Naples, Florida 34103
(239) 403-3000
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**Board Certified Attorney in*
Wills, Trusts & Estates Law

March 3, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **HALL'S RESTAURANT GROUP, INC.**

Dear Sir or Madam:

Enclosed please find the original of the Articles of Amendment to the Articles of Incorporation for filing. A check in the amount of \$35, representing the appropriate filing fees, payable to the Florida Department of State is enclosed.

Also enclosed is a photocopy of this amendment. Please date stamp to confirm filing and return the same to our office in the enclosed pre-addressed, stamped envelope.

If for any reason you are not able to file this document, please advise the undersigned by telephone at (239) 403-3000.

Thank you for your attention to this matter.

Sincerely,


Gwendolyn Shelton
Legal Assistant

Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HALL'S RESTAURANT GROUP, INC.

FILED
04 MAR -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned as sole director and shareholder of HALL'S RESTAURANT GROUP, INC. (formerly known as ZOE'S RESTAURANT ASSOCIATES, INC.) a corporation organized and existing under the provisions of Chapter 607, the Florida Business Corporation Act, of the Florida Statutes (the "Corporation"), adopts the following Articles of Amendment to the Articles of Incorporation of HALL'S RESTAURANT GROUP, INC., for the purpose of changing its corporate name to **AQUA GRILL CORPORATION**.

1. The name of the corporation shall be and hereby is **AQUA GRILL CORPORATION**.
2. The office, address and registered agent of the Corporation shall remain as previously designated in its Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being all of the officers, directors and shareholders of the Corporation, has executed these Articles of Amendment this 1 day of March, 2004.

HALL'S RESTAURANT GROUP, INC.

By: *James L. Hall*
JAMES L. HALL
President/Director

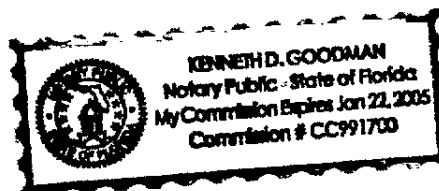
By: *Bettie B. Hall*
BETTIE B. HALL
Vice President/Secretary/Treasurer/Director

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 1 day of March, 2004, by JAMES L. HALL and BETTIE B. HALL, as the directors and shareholders of HALL'S RESTAURANT GROUP, INC., a Florida corporation, on behalf of the corporation. They ☒ are personally known to me or ☐ have produced driver's licenses as identification.

NOTARY PUBLIC:

Sign *Kenneth D. Goodman*
Print *Kenneth D. Goodman*
State of Florida at Large
My Commission Expires:



**CONSENT OF DIRECTORS
OF
HALL'S RESTAURANT GROUP, INC.**

Pursuant to Chapter 607, the Florida Business Corporation Act, the undersigned, being the sole director of **HALL'S RESTAURANT GROUP, INC.**, a Florida corporation (the "Corporation"), and in lieu of a meeting of directors, the call of which is hereby expressly waived, does hereby adopt and consent to the adoption of the following resolution:

RESOLVED, that the form, terms and provisions of the Amendment to the Articles of Incorporation of the Corporation are approved and to be filed in the Office of the Secretary of Department of State of Florida are approved and that the Secretary is instructed to file in the Corporation's minute book the duly certified copy of the Amendment to the Articles of Incorporation, changing the corporation's name to **AQUA GRILL CORPORATION**.

DATED this 1 day of March, 2004.

DIRECTOR:


JAMES L. HALL


BETTIE B. HALL