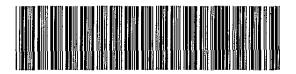
R80000066082

(Requestor's Name)
(Address)
(Address)
(City/State/Zip/Phone #)
PICK-UP WAIT MAIL
(Business Entity Name)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:

Office Use Only



600024061676

10/24/03--01057--018 **35.00

O3 OCT 24 PH 3: 33

Control of Control of

Goodman Breen & Gibbs

ATTORNEYS AT LAV

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

3838 Tamiami Trail North, Suite 300 Naples, Florida 34103 (239) 403-3000 Fax (239) 403-0010

*Board Certified Attorney in Wills, Trusts & Estates Law

October 7, 2003

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

RE: ZOE'S RESTAURANT ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed please find two originals of the Articles of Amendment to the Articles of Incorporation for filing. Please file these and return one original in the enclosed envelope. A check in the amount of \$35, representing the appropriate filing fees, payable to the Florida Department of State is enclosed.

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

Thank you for your assistance in this matter.

Sincerely,

YVONNE M. WILTBERGER

Legal Assistant

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ZOE'S RESTAURANT ASSOCIATES, INC.

The undersigned hereby all of the directors and shareholders of 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 ZOE'S RESTAURANT ASSOCIATES, INC., for the purpose of changing its corporate name to HALL'S RESTAURANT GROUP, INC.

- 1. The name of the corporation shall be and hereby is HALL'S RESTAURANT GROUP, INC.
- 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 the sole director and shareholder of the Corporation, has executed these Articles of Amendment this _____ day of October, 2003.

ZOE'S RESTAURANT ASSOCIATES, I

JAMES L, HALL

President

Bettie B. Hall

Vice President/Secretary/Treasurer

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21 day of October, 2003, by JAMES L. HALL, and BETTIE B. HALL as the directors and shareholders of ZOE'S RESTAURANT ASSOCIATES, INC., a Florida corporation, on behalf of the corporation. He and She 21 is personally known to me or \square has produced a driver's license as identification.

NOTARY PUBLIC:

Sign

Print

State of Florida at Large My Commission Expires:

KENNETH D. GOODMAN
Notary Public - State of Florida
My Commission Beplies Jan 22, 2005

CONSENT OF DIRECTORS OF ZOE'S RESTAURANT ASSOCIATES, INC.

Pursuant to Chapter 607, the Florida Business Corporation Act, the undersigned, being the directors of **ZOE'S RESTAURANT ASSOCIATES**, **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 approved and 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.

DATED this _____ day of October, 2003.

DIRECTOR:

Eure N

18-21-03