

FROM HOLLAND & KNIGHT TAMPA

(THU) 8. 1' 02 15:38/ST. 15:37/NO. 4261068952 P. 1

P02000065240

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000175155 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813)227-8500
Fax Number : (813)229-0134
K Wheeler

FILED
02 AUG - 1 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

FLAT ROCK GRILLE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED
02 AUG - 1 PM 3:45
DIVISION OF CORPORATIONS

85191-1

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe>

8/1/2002

**ARTICLES OF AMENDMENT
OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FLAT ROCK GRILLE HOLDINGS, INC.**

Pursuant to Sections 607.1003 and 607.1006, Florida Statutes, the Amended and Restated Articles of Incorporation of Flat Rock Grille Holdings, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Flat Rock Grille Holdings, Inc.

SECOND: Article IV.A. is amended in its entirety to read as follows:

A. Classes of Stock. The authorized capital stock that the Corporation may issue shall be as follows:

<u>Class of Stock</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Common Stock	5,000,000	\$.01
Preferred Stock	5,000,000	\$.01
Series A Preferred Stock	51,340	\$.01
Series B Preferred Stock	105,669	\$.01
Series C Preferred Stock	33,750	\$.01
Undesignated Preferred Stock	4,809,241	\$.01

THIRD: In all other respects, the Articles of Incorporation are hereby ratified and confirmed.

FOURTH: The foregoing amendment was adopted by unanimous written consent of the directors of the Corporation and by unanimous written consent of the holders of the outstanding shares of Preferred Stock and by written consent of the holders of a majority of the outstanding shares of Common Stock, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 Florida Statutes and in accordance with Article VI of the Amended and Restated Articles of Incorporation of the Corporation, on July 29, 2002.

FROM HOLLAND & KNIGHT TAMPA
H02000175155 9

(THU) 8. 1' 02 15:38/ST. 15:37/NO. 4261068952 P 3

IN WITNESS WHEREOF, the undersigned has executed this instrument
effective as of the 1st day of August, 2002.

FLAT ROCK GRILLE HOLDINGS, INC.

By: 

William Long, Vice-President

TPA1 #1235189 v2

H02000175155 9