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BASIC AMENDMENT

FLAT ROCK GRILLE HOLDINGS, INC.

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

Amendment DC
12/24/02

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**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	51,840	\$.01
Series B Preferred Stock	105,669	\$.01
Series C Preferred Stock	78,750	\$.01
Undesignated Preferred Stock	4,764,241	\$.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 December ____, 2002.

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of the Amended and Restated Articles of Incorporation of the Corporation, on
December 23, 2002.

IN WITNESS WHEREOF, the undersigned has executed this instrument on
December 23, 2002.

FLAT ROCK GRILLE HOLDINGS, INC.

By:


William Long, Vice-President

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