

FROM HOLLAND & KNIGHT TAMPA

10/9/2003 13:32 /ST. 13:32 NO. 4 50 738 2 P. 1

P02000065240

Florida Department of State
Division of Corporations
Public Access System

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.

((H03000292719 3)))

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
Kucuk

BASIC AMENDMENT

FLAT ROCK GRILLE HOLDINGS, INC.

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

RECEIVED
03 OCT -8 PM 2:06
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 OCT -8 PM 3:51

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
10/9/03

H03000292719 3

**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	500,000	\$.01
Undesignated Preferred Stock	4,342,991	\$.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

H03000292719 3

FILED
STATE
SECRETARY OF CORPORATIONS
2003 OCT - 8 PM 3:51

FROM HOLLAND & KNIGHT TAMPA
H03000292719 3

(WED) 10. 8' 03 13:33/ST. 13:32/NO. 4260953852 P 3

of the Amended and Restated Articles of Incorporation of the Corporation, on
October 6, 2003.

IN WITNESS WHEREOF, the undersigned has executed this instrument on
October 6, 2003.

FLAT ROCK GRILLE HOLDINGS, INC.

By


William Long, Vice President

TPA1 #1311S84 v1

H03000292719 3