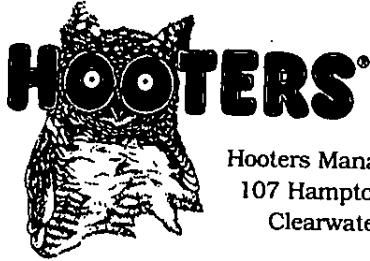
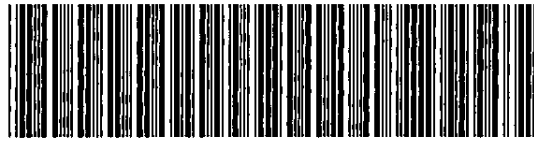


PO2000081225



Hooters Management Corporation
107 Hampton Road • Suite 200
Clearwater, Florida 33759



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**ARTICLES OF DISSOLUTION
OF
HOOTERS OF VERNON HILLS, INC.**

Pursuant to Section 607.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

- FIRST: The name of the corporation is Hooters of Vernon Hills, Inc.
- SECOND: The document number of the corporation is P02000081225, and the Articles of Incorporation were filed on July 26, 2002.
- THIRD: The dissolution was authorized on December 8, 2006, and the effective date of dissolution is upon filing with the Secretary of State for Florida.
- FOURTH: No debt of the corporation remains unpaid, and the net assets of the corporation remaining after winding up, if any, have been distributed to the shareholders.
- FIFTH: Dissolution was approved by the shareholders, and the number of votes cast for dissolution was sufficient for approval.

These Articles shall be effective upon filing with the Secretary of State for Florida.

IN WITNESS WHEREOF, the undersigned, as president, has hereunto set his hand and seal this 4th day of April, 2007 for the purpose of dissolving this corporation under the laws of the State of Florida.



NEIL G. KIEFER, President