

P.03 000121128

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09/09/05--01013--011 **35.00

FILED
05 SEP -9 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

05 SEP -9 AM 9:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name of the corporation is:
Heritage Grill, Inc.

Second: The date dissolution was authorized:
December 31, 2004.

Third: Adoption of Dissolution (check one):
 Dissolution was approved by the share-
--- holders. The number of votes cast for
dissolution was sufficient to pass.

--- Dissolution was approved by vote of the
shareholders through voting groups.
The following statement must be separ-
ately provided for each voting group
entitled to vote separately on the plan
to dissolve:
The number of votes cast for dissolu-
tion was sufficient for approval by:
_____ voting group.

Signed this 1 day of SEPT, 2005.

Signature Allen L. Messner

Printed Name ALLEN L MESSNER

Title CEO

Enclosed is the filing fee of \$35.00 for the articles of dissolution, made payable to the Department of State.

Copies of this notice are attached to:
the final State F-1120,
the final State Intangible report,
and the final Federal 1120.

VOLUNTARY DISSOLUTION OF CORPORATION

This notarized affidavit is herein submitted in order to finally and legally dissolve the Fla. Corporation known as "Heritage Grill, Inc." The officer signing below, hereby acknowledges a full and complete dissolution of said corporation, and has no intention of ever revoking this voluntary dissolution. Also be it known, that the name "Heritage Grill", having no further use to this officer, is now available for immediate use by any other corporation granted permission by the state of Florida, to use said name.

Signed this 1 day of SEPT, 20 05.

Signature

Allen L. Messner
(By the Chairman, Vice Chairman of the Board,
Officer or Director)

Printed Name

ALLEN L. MESSNER

Title

CEO

Subscribed and sworn to before me this

1 day of Sept, 20 05.

Sarah A. Slabach
Notary Public

My commission expires:

Form of ID furnished:

SARAH A. SLABACH
Notary Public, State of Florida
My comm. exp. May 27, 2008
Comm. No. DD 304303