

P31776

PHOENIX RESTAURANT GROUP, INC.
7373 N. SCOTTSDALE RD., #D-120, (480) 483-7055
SCOTTSDALE, AZ 85253

700003499227--4
-12/13/00--01030--003
****785.00 *****35.00

FILED
00 DEC 11 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 11 AM 9:33
DIVISION OF CORPORATIONS

NIC
Amend

S. PAYNE DEC 13 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 30, 2000

DENAMERICA CORP.
7373 N. SCOTTSDALE RD
STE D120
SCOTTSDALE, AZ 85253 US

SUBJECT: DENAMERICA CORP.
Ref. Number: P31776

We have received your document for DENAMERICA CORP. and check(s) totaling \$785.00. However, your check(s) and document are being returned for the following:

Pursuant to section 607.1422(1)(b), 617.1422(1)(b), or 608.4482, Florida Statutes, your designated registered agent must acknowledge the designation by signing in the appropriate block of the form.

Please list the street address of each officer/director.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6059.

Kathy Ashton
Document Specialist

Letter Number: 400A00056309

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. DenAmerica Corp.
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. 11/14/90
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 2, 1999
5. Phoenix Restaurant Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
No change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change
New Jurisdiction

D. Jay Hinds
Signature

10/11/00
Date

D. JAY HINDS
Typed or printed name

TREASURER
Title

GEORGIA NAME CHANGE
AMENDMENT ATTACHED

FILED
00 DEC 11 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002850838
CONTROL NUMBER : J918582
DATE INC/AUTH/FILED: 09/25/1989
JURISDICTION : GEORGIA
PRINT DATE : 10/11/2000
FORM NUMBER : 211

JAY HINDS
7373 N. SCOTTSDALE RD.
SUITE D-120
SCOTTSDALE, AZ 85253

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PHOENIX RESTAURANT GROUP, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91830631
CONTROL NUMBER: J918582
EFFECTIVE DATE: 07/02/1999
REFERENCE : 0045
PRINT DATE : 07/07/1999
FORM NUMBER : 611

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

DENAMERICA CORP.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

PHOENIX RESTAURANT GROUP, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

1291830431

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
DENAMERICA CORP.**

J 918582

DenAmerica Corp., a Georgia corporation (the "Corporation"), hereby adopts the following Articles of Amendment in accordance with Section 14-2-1006 of the Georgia Business Corporation Code (the "Code").

FIRST: The name of the Corporation is DenAmerica Corp.

SECOND: To change the name of the Corporation to Phoenix Restaurant Group, Inc., Article I of the Articles of Restatement of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I.

The name of the corporation is: PHOENIX RESTAURANT GROUP, INC."

THIRD: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing amendment to the Articles of Restatement of the Articles of Incorporation of the Corporation was adopted by the board of directors of the Corporation on the 13th day of May, 1999.

FIFTH: The foregoing amendment to the Articles of Restatement of the Articles of Incorporation of the Corporation was approved by the shareholders on June 29, 1999, in accordance with the provisions of Section 14-2-1003 of the Code.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has
executed these Articles of Amendment this 29th day of June, 1999.

DENAMERICA CORP.

By: *Jack M. Lloyd*
Name: Jack M. Lloyd
Its: Chairman of the Board, President, and
Chief Executive Officer

SECRETARY OF STATE
JUL 7 11 19 AM '99

SECRETARY OF STATE
JUL 2 11 25 AM '99

JUL 5 11 28 AM '99

08-06-99 11:13AM

FROM 602 263 2906

TO 9/4839592

1000/000

JUL-06-1999 14:11

CT Phoenix

P.02-02

Attachment
to
Articles of Amendment
of
DenAmerica Corp.

On behalf of the corporation, C T Corporation System, certifies that the request for publication of a notice of intent to file articles of amendment to change the name of the corporation and the payment therefore have been made as required by Section 14-2-1006.1(b).

July 2, 1999

By:

Terrie L. Bates
Terrie L. Bates