



THE UNITED STATES
CORPORATION
COMPANY

P38124

ACCOUNT NO. : 072100000032

REFERENCE : 911881 4338256

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 35.00

ORDER DATE : July 31, 1998

ORDER TIME : 2:44 PM

ORDER NO. : 911881-085

CUSTOMER NO: 4338256

CUSTOMER: Mr. Henry Rosas
Kirkland & Ellis
153 East 53rd Street
Citicorp Center 39th Floor
New York, NY 10022-4675

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -3 PM 4:36

FILED

FOREIGN FILINGS

100002606271--0

NAME: ROMACORP, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

DIVISION OF CORPORATION

98 AUG -3 PM 4:13

RECEIVED

File 1st
Me 8/4

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)

FILED
98 AUG -3 PM 4:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Romacorp, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. 3/31/92
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 1, 1998
5. Roma Restaurant Holdings, 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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Robert B. Page
Signature

JULY 27, 1998
Date

Robert B. Page
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROMACORP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROMA RESTAURANT HOLDINGS, INC.", THE FIRST DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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981299737

A handwritten signature in dark ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9229105

07-31-98