

ACCOUNT NO. :_ 072100000032

REFERENCE : 911881

4338256

AUTHORIZATION

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

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

_ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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)
Romacorp, Inc.
Name of corporation as it appears on the records of the Department of State.
Delaware 3. 3/31/92
Incorporated under laws of Date authorized to do business in Florida
SECTION II (4-7 COMPLETE ONLY THE APPLICABLE CHANGES) . 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
Roma Restaurant Holdings, Inc. Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if no contained in new name of the corporation.
5. 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. Por JULY 27, 1998 Signature Date

Typed or printed name

President

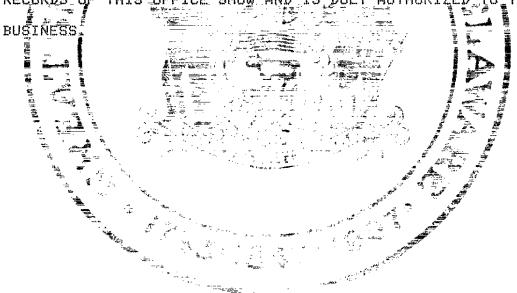
Title

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



Edward J. Freel, Secretary of State

DATE:

AUTHENTICATION:

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981299737

8320

2281881

07-31-98