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April 18, 1997

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Amendment to Articles of Incorporation for Martin's
Steak and Seafood Restaurant, Inc. now known as
Martin's Steak & Seafood Restaurant of Winter
Haven, Inc.

Dear Sir:

Enclosed for filing in connection with the above-referenced
matter, please find the Amendment to the Articles of
Incorporation, together with our firm's check in the amount of
\$87.50 to cover the cost of your fee.

Should you have any questions, please do not hesitate to
contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mark G. Turner

MARK G. TURNER

MGT/kr
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:47

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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MARTIN'S STEAK AND SEAFOOD RESTAURANT, INC.

1. RESOLVED, that Article I of the Articles of Incorporation of MARTIN'S STEAK AND SEAFOOD RESTAURANT, INC., be amended to read as follows:

ARTICLE I. NAME

The name of this corporation is MARTIN'S STEAK & SEAFOOD RESTAURANT OF WINTER HAVEN, INC.

2. The foregoing amendment was adopted by all of the directors and stockholders of MARTIN'S STEAK AND SEAFOOD RESTAURANT, INC., now known as MARTIN'S STEAK & SEAFOOD RESTAURANT OF WINTER HAVEN, INC., on this 17th day of April, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of MARTIN'S STEAK & SEAFOOD RESTAURANT OF WINTER HAVEN, INC., have executed these articles of amendment this 17th day of April, 1997.

MARTIN'S STEAK & SEAFOOD RESTAURANT OF
WINTER HAVEN, INC.

BY: 

LIEM THANH NGUYEN

President

Stockholder and Director

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority personally appeared
LIEM THANH NGUYEN, as President, of MARTIN'S STEAK AND SEAFOOD
RESTAURANT, INC., now known as MARTIN'S STEAK & SEAFOOD
RESTAURANT OF WINTER HAVEN, INC., who is personally known to me
and being first duly sworn, they acknowledge to me that the
statements contained in the foregoing Articles of Amendment by
them subscribed are true and correct and they have executed same
as the President of MARTIN'S STEAK AND SEAFOOD RESTAURANT, INC.,
now known as MARTIN'S STEAK & SEAFOOD RESTAURANT OF WINTER HAVEN,
INC.

Witness my hand and official seal at Winter Haven, Florida,
this 17th day of April, 1997.



KATHLEEN A. RADZAK
MY COMMISSION # CC345836 EXPIRES
February 22, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Kathleen A. Radzak
Notary Public, State of Florida
My Commission Expires:

The undersigned constituting all of the stockholders and all
of the directors of MARTIN'S STEAK AND SEAFOOD RESTAURANT, INC.,
now known as MARTIN'S STEAK & SEAFOOD RESTAURANT OF WINTER HAVEN,
INC., hereby consent to the above and adopt the above and
foregoing Articles of Amendment dated this 17th day of April
, 1997.

LIEM THANH NGUYEN
President
Stockholder and Director