



THE UNITED STATES
CORPORATION
COMPANY

P96000104044

ACCOUNT NO. : 072100000032

REFERENCE : 249392 6221A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 87.50

ORDER DATE : February 5, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 249392-005

800002078848--7

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst
Abel Band Russell Collier
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC AMENDMENT FILING

NAME: J. BEAR, S TEXAS GRILLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

Name Change / Amendment
2-5-97
DC

FILED
97 FEB 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 FEB -5 PM 12:07
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
J. BEAR'S TEXAS GRILLE, INC.

FILED
97 FEB -5 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Joel B. Miller, certifies that:

1. He is the President of J. Bear's Texas Grille, Inc., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida, on December 30, 1996.

2. The following amendment to the Articles of Incorporation was unanimously adopted and approved by the Board of Directors and by the Shareholders, at a special joint meeting, duly called for the purpose of adopting this Amendment and held on January 27, 1996 at 11:00 a.m. at which all of the Directors and Shareholders were present and voting thereat. The number of votes cast by the Shareholders was sufficient for approval.

3. ARTICLE VIII of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE VII - NAMES AND ADDRESSES OF BOARD OF DIRECTORS

William Herman	3313 Sabal Cove Drive Longboat, FL 34228
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Joel B. Miller	3313 Sabal Cove Drive Longboat, FL 34228"
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4. ARTICLE IX of the Articles of Incorporation is hereby amended in parts (1), (5) and (6) only, to read as follows:

"ARTICLE IX - INDEX

(1) J. BEAR'S TEXAS, INC.	(Name)
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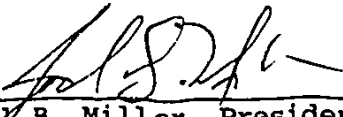
(5) William Herman

(Name: Registered
Agent)

(6) 3313 Sabal Cove Drive
Longboat, FL 34228

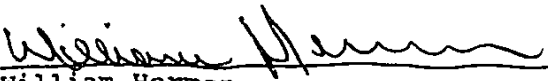
(Address: Registered
Agent)"

IN WITNESS WHEREOF, the undersigned President of the
Corporation has executed these Articles of Amendment this 31st
day of January, 1997.


Joel B. Miller, President

Having been named as Registered Agent and to accept service of
process for J. BEAR'S TEXAS GRILLE, INC. at the place designated in
the Articles, I hereby accept the appointment as Registered Agent
and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as Registered Agent.

1/31/97
Date


William Herman
Registered Agent