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\*\* BOARD CERTIFIED IN IMMIGRATION  
\*\*\* BOARD CERTIFIED IN TAXATION  
\*\*\*\* ADMITTED IN NEW YORK AND GERMANY ONLY

March 17, 1999

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

RE: ORLANDO RODEO MEX-MEX, INC.

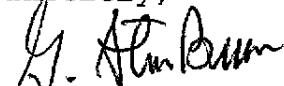
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles Incorporation for the above-referenced corporation changing the name to Mexico Grill, Inc. Please have the original Articles filed as soon as possible.

Please forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,

  
G. Steven Brown

GSB/mes  
Enclosures

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Name OK'd By SP

Amend & N/c

VS MAR 24 1999

99 MAR 19 PM 1:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1000002812231--4  
-03/19/99--01083--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ORLANDO RODEO MEX-MEX, INC.

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

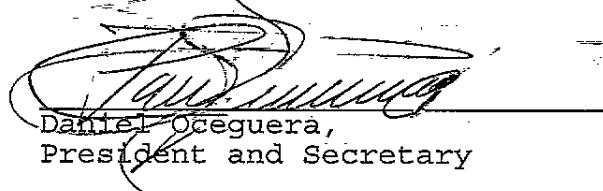
1. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article I. Name. The name of the Corporation is : MEXICO GRILL, INC. The principal office of the Corporation is 1204 W. Highway 436, Forest City, Florida , and the mailing address of the corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801."

2. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendments were proposed to the Shareholders by the Board of Directors and the number of votes cast for the amendment by the shareholders was sufficient for approval, and the amendment was adopted on March 11, 1999.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 15 day of March, 1999.

  
Daniel Oceguera,  
President and Secretary