

P98000040538

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November 22, 2000

Florida Department of State
Division of Corporations
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

Re: Courtyard Grill, Inc.

Gentlemen:

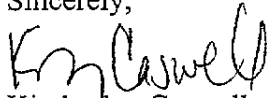
Enclosed please find an original and one (1) photocopy of the Amended and Restated Articles of Incorporation for the captioned corporation.

Once the enclosed has been filed with your office, please return a certified copy of the Amended and Restated Articles of Incorporation showing the filing information, as well as a certificate of good standing for the corporation.

Finally, I have also enclosed this firm's check in the amount of \$43.75 representing payment of:
(i) the filing fees of \$35.00; and (ii) the cost for issuing the certificate of good standing.

Thank you for your attention to the above, and if you have any questions, concerns or problems with the enclosed, please telephone me at your earliest convenience.

Sincerely,


Kimberley Caswell
Legal Assistant

/kc
Enclosures

*A + Restated
Art.*

FILED
01 FEB 19 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE FEB 19 2001

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February 15, 2001

Florida Department of State
Division of Corporations
Susan Payne, Senior Section Administrator
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Courtyard Grill, Inc.

Dear Ms. Payne:

Enclosed please find the following documents:

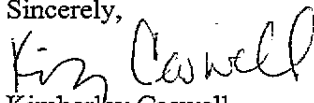
1. Original and one (1) photocopy of the Amended and Restated Articles of Incorporation of Courtyard Grill, Inc.
2. Copy of the Written Consent in Lieu of Special Meeting of Shareholders of Courtyard Grill, Inc.
3. Your correspondence dated December 19, 2000.

Your office is still holding our check in the amount of \$43.75 representing payment of: (i) the filing fees of \$35.00; and (ii) the cost for issuing the certificate of good standing.

Once the enclosed has been filed with your office, please return a certified copy of the Amended and Restated Articles of Incorporation showing the filing information, as well as a certificate of good standing for the corporation.

Thank you for your attention to the above, and if you have any questions, concerns or problems with the enclosed, please telephone me at your earliest convenience.

Sincerely,



Kimberley Caswell
Legal Assistant to Thomas R. Sawyer

/kc

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 19, 2000

Kimberly Caswell, Legal Assistant
McCarthy, Summers, Bobko, Wood, etal
2801 E. Ocean Blvd., 2nd Floor
Stuart, FL 34996

SUBJECT: COURTYARD GRILL, INC.
Ref. Number: P98000040538

We have received your document for COURTYARD GRILL, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

I left a message on December 4, 2000 that the approval to file the restated articles as provided in section 607.1007, Florida Statutes was missing. I am returning the document as I have had no further communication with your office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 600A00063569

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COURTYARD GRILL, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the above corporation are amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of this corporation shall be COURTYARD GRILL, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be: (a) To accomplish any lawful business whatsoever, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation and its assets; (b) To exercise all other powers necessary to or reasonably connected with the corporation's business which may be legally exercised by a Florida corporation; (c) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the corporation in the State of Florida is 11970 Southeast Dixie Highway, Suite 4 Hobe Sound, Florida 33455.

ARTICLE VI. REGISTERED AGENT

The name and address of the registered agent is:

Virginia C. Patrick
11970 Southeast Dixie Highway, Suite 4
Hobe Sound, Florida 33455

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors consisting of no less than one Director. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of the corporation. The election of the Directors shall be done in accordance with the bylaws. The Directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.


ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. PREEMPTIVE RIGHTS

Upon the corporation's sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


Effective as of the 1st day of November, 2000.


Virginia C. Patrick, President
Courtyard Grill, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Virginia C. Patrick, at the place designated in the foregoing, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 1st day of November, 2000.


Virginia C. Patrick
Registered Agent

**WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF
SHAREHOLDERS
OF
COURTYARD GRILL, INC.**

Pursuant to the authority of §607.0704 of the Florida Business Corporation Act, the undersigned, being all of the shareholders of Courtyard Grill, Inc., a Florida corporation (the "Corporation"), do hereby waive the necessity of notice or meeting and in lieu thereof, do affirmatively vote for, consent to, adopt, and approve the following resolutions effective as of November 1, 2000:

**APPROVAL OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION**

The undersigned shareholder hereby approves the amendment and restatement of the Corporation's Articles of Incorporation. Specifically, the Articles will be amended to reflect that the management of the Corporation shall be vested in a Board of Directors, which shall be elected in accordance with the Corporation's bylaws.

This unanimous written consent shall be effective upon the date first written above.

SHAREHOLDER/PRESIDENT


Virginia C. Patrick

Dated: November 1, 2000