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March 25, 1999

3696-2

State of Florida
Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/29/99--01106--008
*****35.00 *****35.00

Re: MICHAEL R. MURPHY RESTAURANT GROUP, INC. --
Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Amendment to the Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$35.00 to cover the following:

Filing of the Amendment \$35.00

Please file the Articles and return a stamped copy to the undersigned in the self-addressed, postage prepaid envelope which we have enclosed for that purpose.

Thank you for your assistance.

Very truly yours,

E. John Lopez
E. John Lopez

EJL:dfc\corp\long\am-art.sos
Enclosures
cc: Mr. Eric F. Long

799000006554
Amend
208
3-29-99

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

MICHAEL R. MURPHY RESTAURANT GROUP, INC.

The undersigned, Yanni I. Panagiotakis, certifies that:

1. He is the President of MICHAEL R. MURPHY RESTAURANT GROUP, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida on January 22, 1999.

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 March 15, 1999, at which a majority of the Directors and Shareholders were present and voting thereat. The vote cast for the amendment by the shareholders and directors was sufficient for approval.

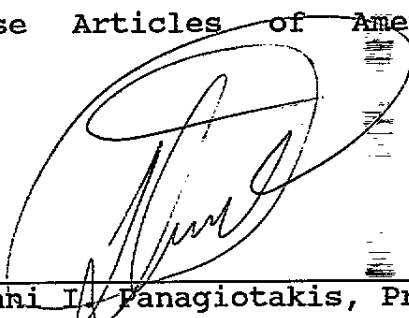
3. ARTICLE V of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE V - CAPITAL STOCK

"The shares of stock of this Corporation shall consist of 7,500 shares having a par value of \$1.00 per share, divided into two classes, the only difference of which is that one class shall be voting and one class shall be non-voting. All shares of stock initially issued to the shareholders existing as of the date of

this Amendment shall be voting shares of stock and shall, thereafter, continue to be voting shares even if transferred. All other shares of stock shall be non-voting. All stock, when issued, shall be fully paid and non-assessable."

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on March 25, 1999.



Yanni I. Panagiotakis, President