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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C. Coulllette DEC 10 2002

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hooters of Staten Island, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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____ Art of Inc. File _____
____ LTD Partnership File _____
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____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
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**ARTICLES OF DISSOLUTION
OF
HOOTERS OF STATEN ISLAND, INC.**

Hooters of Staten Island, Inc., a Florida corporation (the "Corporation"), is hereby dissolved under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is: Hooters of Staten Island, Inc.

ARTICLE II

Dissolution Authorized

Dissolution was authorized on Nov. 18, 2002, by the Corporation's shareholders and directors by unanimous written consent, in accordance with Florida Statutes Section 607.0704.

ARTICLE III

Shareholder Approval

The number of votes cast by the Corporation's shareholders was sufficient for approval.

Dated this 18th day of Nov., 2002.

By: _____

Neil G. Kiefer, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF SECRETARY OF
HOOTERS OF STATEN ISLAND, INC.**

On this 18 day of Nov., 2002, the undersigned, as Secretary of Hooters of Staten Island, Inc., a Florida corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Liquidation of Hooters of Staten Island, Inc., that was adopted by its directors and shareholders as of Nov. 18, 2002.



William Ranieri, Secretary

**PLAN OF LIQUIDATION OF
HOOTERS OF STATEN ISLAND, INC.**

WHEREAS, it is deemed advisable and in the best interests of Hooters of Staten Island, Inc., a Florida corporation (the "Corporation"), to wind up the affairs of the Corporation and to completely liquidate the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, the Corporation adopts the following plan of liquidation (the "Plan"):

1. The officers of the Corporation shall attempt to collect all of the receivables owing to the Corporation and pay all of its debts and expenses, setting aside a reasonable amount in cash that they deem necessary to meet any expected contingent claims, liabilities, or expenses.

2. The officers of the Corporation are authorized to negotiate and consummate sales of all or any portion of the assets of the Corporation upon such terms and conditions as they determine to be in the best interests of the Corporation and its shareholders.

3. All of the remaining assets of the Corporation, including the proceeds of the sale of any of its assets, shall be distributed in kind to the shareholders in direct proportion to their stockholding in the Corporation and in exchange for the surrender of their stock in complete cancellation and redemption of all the stock of the Corporation. Upon the shareholders' surrender for cancellation of the certificates of stock in the Corporation, the president and secretary of the Corporation are authorized and directed to issue such checks or execute such assignments, deeds, and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the shareholders.

4. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate the Plan.

5. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.