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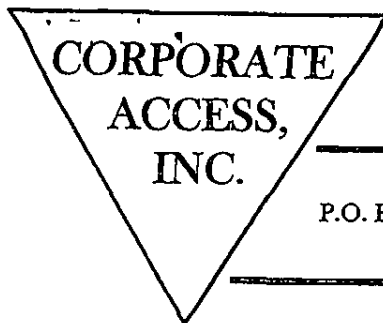
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1.

Hooters of Downers Grove, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HOOTERS OF DOWNERS GROVE, INC.**

Hooters of Downers Grove, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on 11/22/91.

2. Pursuant to Section 607.1006, Florida Statutes, this amendment to the Articles of Incorporation was approved by written consent of the shareholders of the Corporation as of August 8, 2011. The number of votes cast by holders of the common stock was sufficient for approval. This amendment was approved by unanimous written consent of the Board of Directors of the Corporation as of July 28, 2011.

3. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article III of the Articles of Incorporation of the Corporation shall read as follows:

Article III

AUTHORIZED SHARES

a. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

10,000 shares of Voting Common Stock (the "Voting Common Stock"), with a par value of \$1.00 per share; and

10,000 shares of Nonvoting Common Stock (the "Nonvoting Common Stock"), with a par value of \$1.00 per share.

b. Payment for Stock. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

c. Voting. The entire voting power of this Corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation, except to the extent otherwise agreed in any shareholders agreement entered into pursuant to Chapter 607, Florida Statutes. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. There shall be no cumulative voting in the election of directors.

d. Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

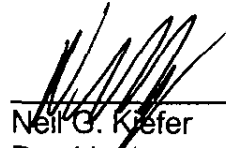
e. Preferences in the Event of Liquidation. Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

4. Upon the filing by the Secretary of State of the State of Florida of these Articles of Amendment to the Articles of Incorporation, each issued and outstanding share of the Corporation's common stock, without any action on the part of the holders thereof, shall be converted into one share of Voting Common Stock.

IN WITNESS WHEREOF, Hooters of Downers Grove, Inc. has caused these Articles of Amendment to the Articles of Incorporation to be executed this 22 day of August, 2011.

HOOTERS OF DOWNERS GROVE, INC.

By: _____


Neil G. Kiefer

Its: President