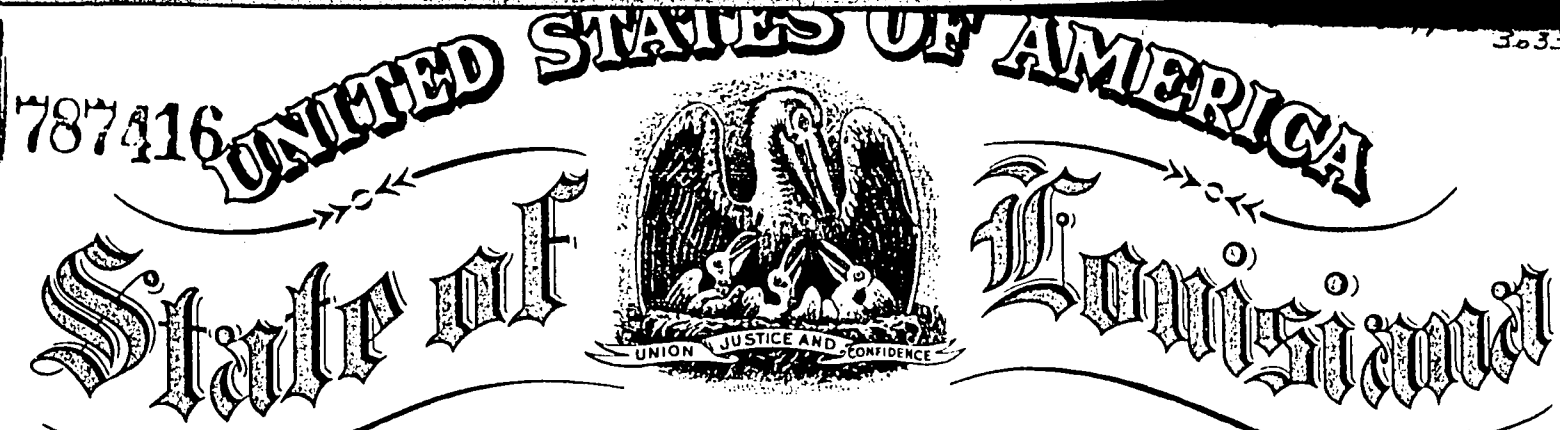


JAMES H. "JIM" BROWN
SECRETARY OF STATE
BATON ROUGE, LOUISIANA



James H. "Jim" Brown
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

an Agreement of Merger whereby CISCO'S OF LOUISIANA, INC.,
domiciled at New Orleans, Louisiana, is merged into

MOXIE'S, INC.,

Domiciled at Lafayette, Louisiana,

Certified by the Secretary of each corporation as having been
approved by the shareholders on February 29, 1984, and signed and
acknowledged by the President of each corporation on March 1,
1984,

Was recorded in this Office on March 5, 1984, the date merger
became effective, and filed in Record of Charters Book 341.

By virtue of this Agreement, I further certify that CISCO'S OF
LOUISIANA, INC., domiciled at New Orleans, Louisiana, is no
longer qualified to transact business in this State.

STATE OF LOUISIANA
LAKE CHARLES COUNTY
FILED FOR RECORD
JAN 8 1 45 PM '85
RUDOLPH OLAY
RECORDER

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
May 1, 1984.*

CERTIFIED A TRUE COPY
JAMES H. "JIM" BROWN
SECRETARY OF STATE

/s/ James H. "Jim" Brown.

DATE: May 1, 1984.
Jim Brown

Secretary of State

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