

F930000004098

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Ruth U. Fertel, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Louisiana 3. September 9, 1993
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the law of its jurisdiction of incorporation? December 29, 2000

5. Ruth's Chris Steak House, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature
Thomas J. Pennison, Jr.

Typed or printed name

July 13, 2001

Date
Treasurer

Title

FILED
01 JUL 23 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA

State of Louisiana

Box McKeithen
SECRETARY OF STATE

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

the annexed and following is a True and Correct copy of an
Amendment as shown by comparison with document filed and
recorded in this Office on December 29, 2000.

01 JUL 23 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*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,*

July 12, 2001
Box McKeithen

JCO 34182262D
Secretary of State



**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
of
RUTH U. FERTEL, INC.**

Each of the undersigned, President, Secretary and Assistant Secretary, respectively, of RUTH U. FERTEL, INC. (the "Corporation") does hereby certify that a resolution amending the articles of incorporation of the Corporation was duly adopted pursuant to Louisiana R.S. 12:31 et seq., by the affirmative vote of the holders of at least two-thirds (2/3) of the voting power of the Corporation and of each class of shares entitled to vote thereon at a meeting held on December __, 2000.

430,239.958 shares of Class A common stock were represented at the meeting by Madison Dearborn Capital Partners III, L.P.; 24,344.918 shares of Class A common stock were represented at the meeting by Ruth U. Fertel; and 29,775.707 shares of Class A common stock were represented at the meeting by William L. Hyde, Jr., all of which voted for the Amendment.

The Articles of Incorporation of the Corporation were amended by said resolution as follows:

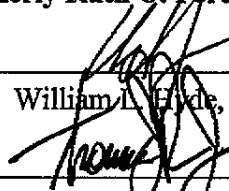
Article I is hereby amended to read in its entirety as follows:

ARTICLE I.

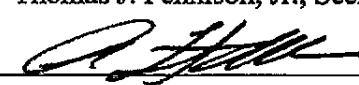
"The name of the corporation is Ruth's Chris Steak House, Inc."

Dated: December 28, 2000.

**Ruth's Chris Steak House, Inc.
formerly Ruth U. Fertel, Inc.**

By: 
William L. Hyde, Jr., President

By: 
Thomas J. Pennington, Jr., Secretary

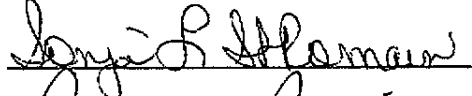
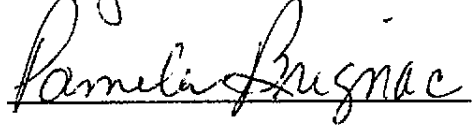
By: 
Trent Schelin, Assistant Secretary

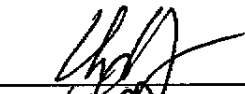
ACKNOWLEDGMENT

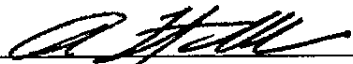
**STATE OF LOUISIANA
PARISH OF JEFFERSON**

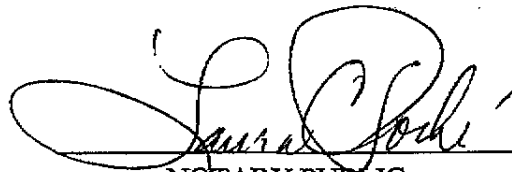
BE IT KNOWN, that on this 28th day of December, 2000, before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared William L. Hyde, Jr., Thomas J. Pennison, Jr. and Trent S. Schelin, to me known to be the identical persons who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that they executed the above and foregoing Articles of Amendment in their capacities as officers and directors of the Corporation and of their own free will, and on behalf of the Corporation and, for the uses, purposes, and benefits therein expressed.

WITNESSES:


William L. Hyde, Jr.

Thomas J. Pennison, Jr.

Trent S. Schelin


NOTARY PUBLIC