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Tallahassee, FL 32301
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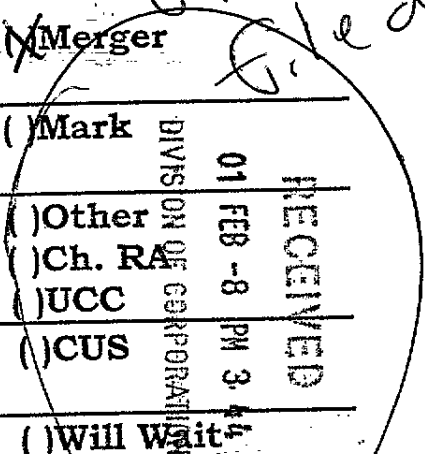
Corporation(s) Name

RCSH Operations, LLC et al

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
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| <input type="checkbox"/> LLC | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
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TALLAHASSEE, FL

2-9-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

RCSH 1, INC.
RUTH'S CHRIS STEAK HOUSE #2, INC.
RUTH'S CHRIS STEAK HOUSE #3, INC.
RUTH'S CHRIS STEAK HOUSE #6, INC.

RUTH'S CHRIS STEAK HOUSE #7, INC.
RUTH'S CHRIS STEAK HOUSE #9, INC.
RUTH'S CHRIS STEAK HOUSE #13, INC.
RUTH'S CHRIS STEAK HOUSE #16, INC.

RUTH'S CHRIS STEAK HOUSE #27, INC.
RUTH'S CHRIS STEAK HOUSE #29, INC.
RUTH'S CHRIS STEAK HOUSE #38, INC.

RUTH'S CHRIS STEAK HOUSE #39, INC.
RUTH'S CHRIS STEAK HOUSE OF NORTH CAROLINA, INC.

INTO

Feb. 8, 2001
RCSH OPERATIONS, LLC. 100000002728

01 FEB - 8 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>RCSH 1, Inc.</u>	<u>Louisiana</u>	<u>Corporation</u>
<u>3321 Hessmer Avenue</u>		
<u>Metairie, LA 70002</u>		
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>72-0717543</u>
2. <u>Ruth's Chris Steak House, #2, Inc.</u>	<u>Louisiana</u>	<u>Corporation</u>
<u>3321 Hessmer Avenue</u>		
<u>Metairie, LA 70002</u>		
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>72-1089543</u>
3. <u>Ruth's Chris Steak House #3, Inc.</u>	<u>Louisiana</u>	<u>Corporation</u>
<u>3321 Hessmer Avenue</u>		
<u>Metairie, LA 70002</u>		
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>72-1089545</u>
4. <u>Ruth's Chris Steak House #6, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
<u>2525 North Federal Highway</u>		
<u>Fort Lauderdale, FL 33305</u>		
Florida Document/Registration Number: <u>K53825</u>		FEI Number: <u>65-0089253</u>

(Attach additional sheet(s) if necessary)

CR28080(10/99)

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 TALLAHASSEE, FLORIDA

Page 2 (continuation of Merged Entities)

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
5. Ruth's Chris Steak House #7, Inc. 661 U.S. Highway One North Palm Beach, FL 33408	Florida	Corporation
Florida Document/Registration Number: <u>K53827</u>		FEI Number: <u>65-0089244</u>
6. Ruth's Chris Steak House #9, Inc. 3913 N. E. 163 rd Street North Miami Beach, FL 33160	Florida	Corporation
Florida Document/Registration Number: <u>K84192</u>		FEI Number: <u>59-2958929</u>
7. Ruth's Chris Steak House #13, Inc. 610 N. Orlando Avenue Winter Park, FL 32789	Florida	Corporation
Florida Document/Registration Number: <u>L91249</u>		FEI Number: <u>59-3022417</u>
8. Ruth's Chris Steak House #16, Inc. 1700 N Westshore Tampa, FL 33607	Florida	Corporation
Florida Document/Registration Number: <u>P95000071880</u>		FEI Number: <u>72-1310138</u>
9. Ruth's Chris Steak House #27, Inc. 2300 Salezdo Street Coral Gables, FL 33134	Florida	Corporation
Florida Document/Registration Number: <u>P97000064209</u>		FEI Number: <u>65-0786331</u>
10. Ruth's Chris Steak House #29, Inc. 6700 S. Tamiami Sarasota, FL 34240	Florida	Corporation
Florida Document/Registration Number: <u>P98000059646</u>		FEI Number: <u>72-1421149</u>
11. Ruth's Chris Steak House #38, Inc. 3321 Hessmer Avenue Metairie, LA 70002	Florida	Corporation
Florida Document/Registration Number: <u>P99000071973</u>		FEI Number: <u>58-2491310</u>
12. Ruth's Chris Steak House #39, Inc. 3321 Hessmer Avenue Metairie, LA 70002	Louisiana	Corporation
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>72-1480050</u>
13. Ruth's Chris Steak House of North Carolina, Inc. 3321 Hessmer Avenue Metairie, LA 70002	Louisiana	Corporation
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>72-1474495</u>

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
RCSH Operations, LLC 3321 Hessmer Avenue Metairie, LA 70002	Louisiana	Limited Liability Company

Florida Document/Registration Number: N/A 00000002728 FBI Number: 72-1490168

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR



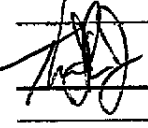
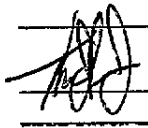
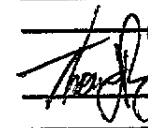
Upon filing; Adopted date is December 28, 2000, per Merger Agreement dated 12/28/2000.

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
RCSH 1, Inc.		Thomas J. Pennison, Jr., Secretary
Ruth's Chris Steak House #2, Inc.		Thomas J. Pennison, Jr., Secretary
Ruth's Chris Steak House #3, Inc.		Thomas J. Pennison, Jr., Secretary
Ruth's Chris Steak House #6, Inc.		Thomas J. Pennison, Jr., Secretary
Ruth's Chris Steak House #7, Inc.		Thomas J. Pennison, Jr., Secretary

(Attach additional sheet(s) if necessary)

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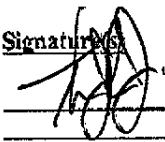
APPROVED
AND
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Name of Entity

Signature(s)

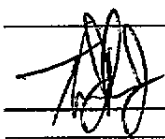
Typed or Printed Name of Individual

Ruth's Chris Steak House #9, Inc.



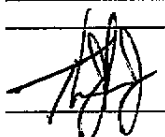
Thomas J. Pennison, Jr., Secretary

Ruth's Chris Steak House #13, Inc.



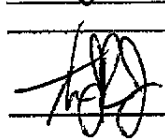
Thomas J. Pennison, Jr., Secretary

Ruth's Chris Steak House #16, Inc.



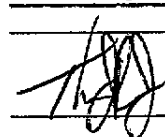
Thomas J. Pennison, Jr., Secretary

Ruth's Chris Steak House #27, Inc.



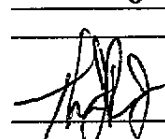
Thomas J. Pennison, Jr., Secretary

Ruth's Chris Steak House #29, Inc.



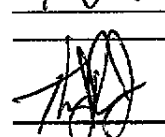
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Ruth's Chris Steak House #38, Inc.



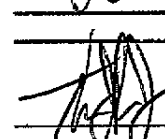
Thomas J. Pennison, Jr., Secretary

Ruth's Chris Steak House #39, Inc.



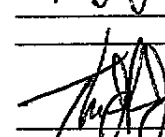
Thomas J. Pennison, Jr., Secretary

Ruth's Chris Steak House of North
Carolina, Inc.



Thomas J. Pennison, Jr., Secretary

RCSH Operations, LLC



Thomas J. Pennison, Jr., Secretary

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RCSH 1, Inc.	Louisiana
Ruth's Chris Steak House #2, Inc.	Louisiana
Ruth's Chris Steak House #3, Inc.	Louisiana
Ruth's Chris Steak House #6, Inc.	Florida
Ruth's Chris Steak House #7, Inc.	Florida

(List continues on next page beginning with Ruth's Chris Steak House #9.)

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RCSH Operations, LLC	Louisiana

THIRD: The terms and conditions of the merger are as follows:

See attached Merger Agreement dated December 28, 2000

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

Plan of Merger

FIRST (continued)

Name

Jurisdiction

<u>Ruth's Chris Steak House #9, Inc.</u>	Florida
<u>Ruth's Chris Steak House #13, Inc.</u>	Florida
<u>Ruth's Chris Steak House #16, Inc.</u>	Florida
<u>Ruth's Chris Steak House #27, Inc.</u>	Florida
<u>Ruth's Chris Steak House #29, Inc.</u>	Florida
<u>Ruth's Chris Steak House #38, Inc.</u>	Florida
<u>Ruth's Chris Steak House #39, Inc.</u>	Louisiana
<u>Ruth's Chris Steak House of North Carolina, Inc.</u>	Louisiana

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of the common stock of each merged party shall become, without more, an equity interest in the surviving party. The sole stockholder of each merged party is Ruth's Chris Steak House, Inc. The sole owner/member/manager of the surviving party is Ruth's Chris Steak House, Inc. as well. See attached Merger Agreement dated December 28, 2000.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each share of the common stock of each merged party shall become, without more, an equity interest in the surviving party. The sole stockholder of each merged party is Ruth's Chris Steak House, Inc. The sole owner/member/manager of the surviving party is Ruth's Chris Steak House, Inc. as well. See attached Merger Agreement dated December 28, 2000.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

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AND
FILED

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows.

Ruth's Chris Steak House, Inc.

3321 Hessmer Avenue

Metairie, LA 70002

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Merger Agreement dated December 28, 2000.

EIGHTH: Other provisions, if any, relating to the merger:

See attached Merger Agreement dated December 28, 2000.

(Attach additional sheet(s) if necessary)

APPROVED
AND
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TALLAHASSEE, FLORIDA

COPY

MERGER AGREEMENT

This Merger Agreement, dated as of the 28TH day of December, 2000, is entered into pursuant to the provisions of Sections 112, 117, 1312, 1318 and 1359 et seq. of the Louisiana Business Corporation Law, by and among a majority of the directors of RCSH 1, Inc., a Louisiana corporation (hereinafter referred to as Corporation "A"); a majority of the directors of Ruth's Chris Steak House #2, Inc., a Louisiana corporation (hereinafter referred to as Corporation "B"); a majority of the directors of Ruth's Chris Steak House #3, Inc., a Louisiana corporation (hereinafter referred to as Corporation "C"); a majority of the directors of Ruth's Chris Steak House #6, Inc., a Florida corporation (hereinafter referred to as Corporation "D"); a majority of the directors of Ruth's Chris Steak House #7, Inc., a Florida corporation (hereinafter referred to as Corporation "E"); a majority of the directors of Ruth's Chris Steak House #9, Inc., a Florida corporation (hereinafter referred to as Corporation "F"); a majority of the directors of Ruth's Chris Steak House #13, Inc., a Florida corporation (hereinafter referred to as Corporation "G"); a majority of the directors of Ruth's Chris Steak House #16, Inc., a Florida corporation (hereinafter referred to as Corporation "H"); a majority of the directors of Ruth's Chris Steak House #27, Inc., a Florida corporation (hereinafter referred to as Corporation "I"); a majority of the directors of Ruth's Chris Steak House #29, Inc., a Florida corporation (hereinafter referred to as Corporation "J"); a majority of the directors of Ruth's Chris Steak House #38, Inc., a Florida corporation (hereinafter referred to as Corporation "K"); a majority of the directors of Ruth's Chris Steak House #39, Inc., a Louisiana corporation (hereinafter referred to as Corporation "L"); a majority of the directors of Ruth's Chris Steak House of North Carolina, Inc., a Louisiana corporation (hereinafter referred to as Corporation "M"), and a majority of the directors of Ruth's Chris Steak House, Inc. (formerly Ruth U. Fertel, Inc.), Sole Manager/Member of RCSH Operations, LLC, a Louisiana limited liability corporation (hereinafter referred to as the "Surviving Company").

WITNESSETH:

WHEREAS, the parties hereto desire that Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, (hereinafter referred to as the "Assimilated Corporations") be merged into RCSH Operations, LLC (hereinafter referred to as the "Surviving Company") pursuant to this Merger Agreement (the "Agreement") providing for such merger (the "Merger") on December 31, 2000 at 12:01 a.m. CST (the "Effective Date"); and

WHEREAS, the sole shareholder of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, is Ruth's Chris Steak House, Inc., (formerly Ruth U. Fertel, Inc.);

WHEREAS, the Agreement provides for the issuance of certain equity interests in the Surviving Company to Ruth's Chris Steak House, Inc., as sole shareholder of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, upon the effectiveness of the Merger;

WHEREAS, the parties hereto desire to set forth certain representations, warranties, and covenants made by each to the other as an inducement to the execution and delivery of this Agreement and certain additional agreements related to the Merger;

Now, therefore, in consideration of the premises and of the mutual representations, warranties, and covenants herein contained, the parties hereby agree as follows:

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TALLAHASSEE, FLORIDA
APPROVED AND FILED

ARTICLE I

1.01 This Agreement is effective only if approved by the common sole shareholder of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive. If the shareholder of each corporation approves this Agreement by the vote required by Section 112C of the Louisiana Business Corporation Law, the fact of such approval shall be certified hereon by the secretary or assistant secretary of each corporation, and this Agreement so approved and certified shall be signed and acknowledged by the president or vice president of each corporation.

1.02 This Agreement, when and if so approved, certified, signed, and acknowledged, shall be delivered to the Secretary of State of Louisiana for filing and recording, and a copy of the Certificate of Merger issued by the Secretary of State, certified by him, shall be filed for record in the Office of the Recorder of Mortgages in each Parish in this State and in each County in all other states in which any corporation has its registered office, and shall also be recorded in the Conveyance Records of each Parish in this State and in each County in all other States in which any corporation has immovable property, title to which will be transferred as a result of the merger.

1.03 As provided in Section 114 of the Louisiana Business Corporation Law, the merger shall be effective as of the date of December 31, 2000 at 12:01 a.m. CST (the "Effective Date").

1.04 On the Effective Date, the Surviving Company shall issue and deliver to Ruth's Chris Steak House, Inc. (formerly Ruth U. Fertel, Inc.), sole shareholder of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, an equity interest in the Surviving Company.

1.05 Common Stock of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, shall be duly endorsed in blank by Ruth's Chris Steak House, Inc., as sole shareholder of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, or accompanied by stock powers duly executed in blank.

ARTICLE II
EFFECT OF MERGER

Upon the consummation of the merger as of the Effective Date, the effect of the merger shall be that established by Section 115 of the Louisiana Business Corporation Law, and without limitation thereof, shall include the following:

2.01 The Surviving Company and Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, shall be one Company, which shall be the Surviving Company, and which shall survive the merger for that purpose.

2.02 The separate existences of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, shall cease.

2.03 The Surviving Company shall possess all the rights, privileges, powers, purposes and franchises possessed by Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive.

2.04 All of the property and assets of whatsoever kind or description, all debts due to Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, on whatever account, and all actions, claims, and things in action belonging to Corporations A, B, C, D, E, F, G, H, I, J, K, L

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and M, inclusive, except as otherwise specifically provided herein, shall be taken by and be deemed to be transferred to, and vested in, the Surviving Company without further act or deed.

2.05 The Surviving Company shall be responsible for all of the liabilities and obligations of each of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive.

2.06 Notwithstanding that the separate existence of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, shall cease on the Effective Date, any officer or director of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, is hereby authorized, directed, or empowered at any time, or from time to time, as and when they are requested by the Surviving Company or by its successors and assigns, to execute and deliver, or to cause to be executed and delivered in the name of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, all such conveyances, assignments, transfers, deeds, or other instruments, or to take or cause to be taken such further or other actions and to give such other assurances as the Surviving Company, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting, or devolution of any contract, property, right, privilege, or purpose, contracts, property, rights, privileges, powers, immunities, franchises, and interests referred to herein, and otherwise to carry out the intent and purposes hereof.

ARTICLE III MANNER OF CONVERSION OF SHARES FOR EQUITY INTEREST

3.01 On the Effective Date, each share of the Common Stock of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, shall become, without more, an equity interest in the Surviving Company. The Sole Shareholder of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, shall be entitled at any time to deliver to the Surviving Company the certificates for its shares in Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, and obtain in return an equity interest in the Surviving Company.

ARTICLE IV

4.01 The Articles of Organization of the Surviving Company are not altered or otherwise affected by virtue of the merger.

4.02 The initial manager and sole member of the Surviving Company shall be Ruth's Chris Steak House, Inc. (formerly known as Ruth U. Fertel, Inc.), and such manager/member shall serve for the term specified in the Operating Agreement of the Surviving Company or as provided by the laws of the State of Louisiana.

ARTICLE V

5.01 This agreement may be terminated and merger provided for abandoned by mutual consent of the boards of directors of Corporations A, B, C, D, E, F, G, H, I, J, K, L and M, inclusive, at any time prior to the Effective Date of Merger.

In the event of termination or abandonment of this Agreement by the boards of directors pursuant to this Article, written notice shall be given to all Assimilated Corporations and this

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Agreement shall become wholly void and of no effect and there shall be no liability on the part of any Assimilated Corporations or their respective boards of directors or stockholders.

ARTICLE VI GENERAL

6.01 A certified copy of the original of this Agreement shall be on file at the principal place of business of the Surviving Company, 3321 Hessmer Avenue, Metairie, Louisiana 70002.

6.02 A copy of this Agreement will be furnished by the Surviving Company, on request and without cost, to any shareholder of any corporation that is a party to this Agreement.

6.03 Additional Instruments. The parties hereto shall deliver or cause to be delivered the Effective Date, and at such other times and places as shall be reasonably agreed on, such additional instruments as any party may reasonably request for the purpose of carrying out this Agreement. The Surviving Corporation and the Assimilated Corporations will cooperate and use their best efforts to have the present Officers, Directors, and employees of the Surviving Company and the Assimilated Corporations cooperate on and after the Effective Date in furnishing information, evidence, proceedings, arrangements, or disputes of any nature with respect to matters pertaining to all periods prior to the Effective Date.

6.04 Assignment. This Agreement and the rights of the Assimilated Corporations hereunder may not be assigned (except by operation of law) and shall be binding upon and shall inure to the benefit of the parties hereto, and the successors of and the heirs and legal representatives of the parties hereto.

6.05 Entire Agreement. This Agreement and the documents delivered pursuant hereto constitute the entire agreement and understanding between the parties hereto and supersede any prior agreement and understanding relating to the subject matter of this Agreement. This Agreement may be modified or amended only by a duly authorized written instrument executed by the parties hereto.

6.06 Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. It shall not be necessary that any single counterpart hereof be executed by all parties hereto as long as at least one counterpart is executed by each party.

6.07 Notices. Any notice or communication required or permitted hereunder shall be sufficiently given if sent by first class mail, postage prepaid; via overnight carrier, or via facsimile transmission:

- (a) To the Surviving Company, RCSH Operations, LLC, at 3321 Hessmer Avenue, Metairie, LA 70002; and
- (b) To any of the Assimilated Corporations at 3321 Hessmer Avenue, Metairie, LA 70002.

6.08 Survivorship. All warranties, covenants, representations, and guarantees shall survive the closing and execution of the documents contemplated by this Agreement. The parties

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hereto in executing, and in carrying out the provisions of, this Agreement are relying solely on the representations, warranties, and agreements contained in this Agreement or in any writing delivered pursuant to provisions of this Agreement or at the closing of the transactions herein provided for and not upon any representation, warranty, agreement, promise, or information, written or oral, made by any person other than as specifically set forth herein or therein.

6.09 Law. This Agreement shall be construed in accordance with the laws of the State of Louisiana.

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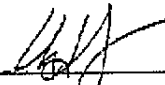
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, a majority of the Board of Directors of each corporation has signed this Agreement on this 28 day of December, 2000.

NEW COMPANY:

RCSH Operations, LLC

By: Ruth's Chris Steak House, Inc
(formerly Ruth U. Fertel, Inc), Manager/Sole Member


By: William L. Hyde, Jr.,
President and Director


Ruth U. Fertel, Director

William J. Hunkler, III, Director

Robin P. Seiati, Director

Douglas F. Lوندal, Director

ASSIMILATED CORPORATIONS:

RCSH 1, Inc., Ruth's Chris Steak House #2, Inc., Ruth's Chris Steak House #3, Inc., Ruth's Chris Steak House #6, Inc., Ruth's Chris Steak House #7, Inc., Ruth's Chris Steak House #9, Inc., Ruth's Chris Steak House #13, Inc., Ruth's Chris Steak House #16, Inc., Ruth's Chris Steak House #27, Inc., Ruth's Chris Steak House #29, Inc., Ruth's Chris Steak House #38, Inc., Ruth's Chris Steak House #39, Inc., and Ruth's Chris Steak House of North Carolina, Inc.

By: William L. Hyde, Jr., Director

By: Thomas J. Pennison, Jr., Director

By: Trent Schelin, Director

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Ruth U. Fertel, Director

William J. Hunkler, III, Director

Robin P. Selati, Director

Douglas F. Londal, Director

ASSIMILATED CORPORATIONS:

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Inc., Ruth's Chris Steak House #3, Inc.,
Ruth's Chris Steak House #6, Inc., Ruth's
Chris Steak House #7, Inc., Ruth's Chris
Steak House #9, Inc., Ruth's Chris Steak
House #13, Inc., Ruth's Chris Steak House
#16, Inc., Ruth's Chris Steak House #27,
Inc., Ruth's Chris Steak House #29, Inc.,
Ruth's Chris Steak House #38, Inc., Ruth's
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Chris Steak House of North Carolina, Inc.

By: William L. Hyde, Jr., Director

By: Thomas J. Pennison, Jr., Director

By: Trent Schelin, Director

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Chris Steak House of North Carolina, Inc.

By: William L. Hyde, Jr., Director

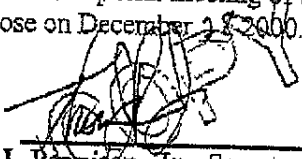
By: Thomas J. Pennison, Jr., Director

By: Trent Schelin, Director

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TALLAHASSEE, FLORIDA

CERTIFICATE

The undersigned, Secretary of Ruth's Chris Steak House, Inc., RCSH 1, Inc., Ruth's Chris Steak House #2, Inc., Ruth's Chris Steak House #3, Inc., Ruth's Chris Steak House #6, Inc., Ruth's Chris Steak House #7, Inc., Ruth's Chris Steak House #9, Inc., Ruth's Chris Steak House #13, Inc., Ruth's Chris Steak House #16, Inc., Ruth's Chris Steak House #27, Inc., Ruth's Chris Steak House #29, Inc., Ruth's Chris Steak House #38, Inc., Ruth's Chris Steak House #39, Inc., and Ruth's Chris Steak House of North Carolina, Inc., hereby certifies: 1) that the above Merger Agreement was adopted by all of the directors of the Manager and Sole Member of the New Company (Ruth's Chris Steak House, Inc., formerly Ruth U. Fertel, Inc.) and by all of the Directors of each and every Assimilated Corporation on December 28, 2000; and 2) that the above Merger Agreement was unanimously adopted by the affirmative vote of the common sole shareholder of each of the Assimilated Corporations at the special meeting of the sole shareholder, Ruth's Chris Steak House, Inc., called for such purpose on December 28, 2000.



Thomas J. Pennington, Jr., Secretary of Ruth's Chris Steak House, Inc., RCSH 1, Inc., Ruth's Chris Steak House #2, Inc., Ruth's Chris Steak House #3, Inc., Ruth's Chris Steak House #6, Inc., Ruth's Chris Steak House #7, Inc., Ruth's Chris Steak House #9, Inc., Ruth's Chris Steak House #13, Inc., Ruth's Chris Steak House #16, Inc., Ruth's Chris Steak House #27, Inc., Ruth's Chris Steak House #29, Inc., Ruth's Chris Steak House #38, Inc., Ruth's Chris Steak House #39, Inc., and Ruth's Chris Steak House of North Carolina, Inc.

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ACKNOWLEDGMENT

STATE OF LOUISIANA
PARISH OF JEFFERSON

On this 28 day of December, 2000, before me, personally came William L. Hyde, Jr., President of Ruth's Chris Steak House, Inc., (formerly Ruth U. Fertel, Inc.) in its capacity as Manager and Sole Member of RCSH Operations, LLC; RCSH 1, Inc., Ruth's Chris Steak House #2, Inc., Ruth's Chris Steak House #3, Inc., Ruth's Chris Steak House #6, Inc., Ruth's Chris Steak House #7, Inc., Ruth's Chris Steak House #9, Inc., Ruth's Chris Steak House #13, Inc., Ruth's Chris Steak House #16, Inc., Ruth's Chris Steak House #27, Inc., Ruth's Chris Steak House #29, Inc., Ruth's Chris Steak House #38, Inc., Ruth's Chris Steak House #39, Inc., and Ruth's Chris Steak House of North Carolina, Inc., who being duly sworn, did depose and say that he is the President of: Ruth's Chris Steak House, Inc. (formerly Ruth U. Fertel, Inc.) in its capacity as Manager and Sole Member of RCSH Operations, LLC; RCSH 1, Inc., Ruth's Chris Steak House #2, Inc., Ruth's Chris Steak House #3, Inc., Ruth's Chris Steak House #6, Inc., Ruth's Chris Steak House #7, Inc., Ruth's Chris Steak House #9, Inc., Ruth's Chris Steak House #13, Inc., Ruth's Chris Steak House #16, Inc., Ruth's Chris Steak House #27, Inc., Ruth's Chris Steak House #29, Inc., Ruth's Chris Steak House #38, Inc., Ruth's Chris Steak House #39, Inc., and Ruth's Chris Steak House of North Carolina, Inc., which Corporations executed the foregoing instrument as their free act and deed, and he signs his name hereto by order of the Board of Directors of said corporations.

COPY

William L. Hyde, Jr., President

[Signature]
NOTARY PUBLIC

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