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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Beef 'O'Brady's Marketing and Development Fund, Inc.

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5-22-00

**ARTICLES OF INCORPORATION
OF
BEEF 'O'BRADY'S MARKETING AND DEVELOPMENT FUND, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **Beef 'O'Brady's Marketing and Development Fund, Inc.**

II.

Term of Existence

The date when corporate existence will commence is May 22, 2000 in accordance with the provisions of Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Purposes

The purposes for which the Corporation is formed are to establish, maintain, administer and operate the BEEF 'O'BRADY'S® Marketing and Development Fund (the "Fund") for the Family Sports Concepts, Inc. franchise system of Beef O'Brady's® Family Sports Pubs restaurants (the "Franchise System") and all purposes associated with it.

IV.

Member

The sole member of the Corporation will be Family Sports Concepts, Inc., the franchisor of the Franchise System. The qualifications, rights and activities of the member will be as provided in the Bylaws of the Corporation.

V.

Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except: (a) that the member at the time of dissolution or final liquidation

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will be entitled to share in the distribution of any of the remaining corporate assets; and (b) to the extent that the member (or its affiliates) own or operated stores as part of the Franchise System. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

VI.

Dissolution

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the rules governing the Fund; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

VII.

Principal Office

The principal office and mailing address of the Corporation is 505 East Jackson Street, Suite 308, Tampa, Florida 33602.

VIII.

Directors

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
James P. Mellody	505 East Jackson Street, Suite 308 Tampa, Florida 33602
Charles D. Winship	505 East Jackson Street, Suite 308 Tampa, Florida 33602
Eugene B. Knippers	505 East Jackson Street, Suite 308 Tampa, Florida 33602

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IX.**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Piper Marbury Rudnick & Wolfe LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Scott P. Weber.

X.**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Scott P. Weber

Address

c/o Piper Marbury Rudnick & Wolfe LLP
101 East Kennedy Boulevard
Suite 2000
Tampa, Florida 33602

XL**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.**Indemnification**

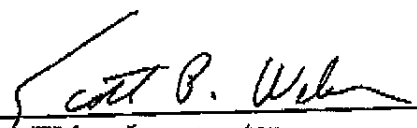
The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

XIII.**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 22, 2000

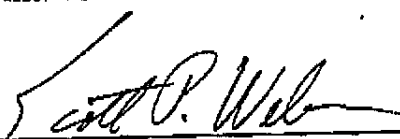


Scott P. Weber, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 22, 2000.



Scott P. Weber

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