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MERGER OR SHARE EXCHANGE

Bonafish/Trio-I, Limited Partnership

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**BONEFISH/TRIO-I, LIMITED PARTNERSHIP**  
a Florida limited partnership  
Articles of Merger

FEB 15 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE, FL 32399

The following articles of merger are being submitted in accordance with Sections 608.4382 and 620.203 of the Florida Statutes.

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

<u>NAME</u>	<u>Document No.</u>	<u>FEI Number</u>
BONEFISH GRILL OF SARASOTA, LLC a Florida limited liability company 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	L00000016315	65-1078521

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

<u>NAME</u>	<u>Document No.</u>	<u>FEI Number</u>
BONEFISH/TRIO-I, LIMITED PARTNERSHIP a Florida limited partnership 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	A02000000802	54-2066887

**THIRD:** The attached Plan of Merger meets the requirements of Sections 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and limited partnership that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

**FOURTH:** The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 608.4381(2) and 620.202(2), Florida Statutes.

**FIFTH:** 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 party to the merger.

**SIXTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of the parties by their authorized officers as of the 15<sup>th</sup> day of February, 2006.

BONEFISH GRILL OF SARASOTA, LLC,  
a Florida limited liability company  
By a member:

BONEFISH GRILL, INC., a Florida corporation

By:   
John W. Cooper, President

BONEFISH/TRIO-I, LIMITED PARTNERSHIP,  
a Florida limited partnership  
By its General Partner:

BONEFISH GRILL OF FLORIDA, LLC,  
formerly known as OSS/BG, LLC  
By a member:

BONEFISH GRILL, INC.,  
formerly known as OS SEA, INC.

By:   
John W. Cooper, President

FEB-14-2006 16:53

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813 281 2114 P.03  
(R06000042362 3)**BONEFISH/TRIO-I, LIMITED PARTNERSHIP**  
a Florida limited partnershipPlan of Merger

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.202 of the Florida Statutes, is being submitted in accordance with Section 608.438 and 620.201.

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

NAME	Document No.	FEI Number
BONEFISH GRILL OF SARASOTA, LLC a Florida limited liability company	L00000016315	65-1078521

SECOND, the exact name and jurisdiction of the surviving party (the "Surviving Party") is as follows:

NAME	Document No.	FEI Number
BONEFISH/TRIO-I, LIMITED PARTNERSHIP a Florida limited partnership	A02000000802	54-2066887

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

The merger shall be effective as of the date of filing of the Articles of Merger with the Department of State of the State of Florida.

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

Each 1% member interest in BONEFISH GRILL OF SARASOTA, LLC shall be converted in to a 1% partnership interest in the Surviving Party, solely with respect to the restaurant previously owned by BONEFISH GRILL OF SARASOTA, LLC and transferred to the Surviving Party as a result of this merger.

FIFTH, the name and address of the sole general partner of the Surviving Party is as follows:

Name and address:	Florida Document Number:
BONEFISH GRILL OF FLORIDA, LLC 2202 N. West Shore Blvd., 5th Floor Tampa, FL 33607	M01000002197

IN WITNESS WHEREOF, this Plan of Merger has been duly executed on behalf of the parties by their authorized officers as of the 5<sup>th</sup> day of February 2006.

BONEFISH GRILL OF SARASOTA, LLC,  
a Florida limited liability company  
By a member:

BONEFISH GRILL, INC., a Florida corporation

By:   
John W. Cooper, President

BONEFISH/TRIO-I, LIMITED PARTNERSHIP  
By its General Partner:

BONEFISH GRILL OF FLORIDA, LLC,  
formerly known as OSS/BG, LLC  
By a member:

BONEFISH GRILL, INC.,  
formerly known as OS SEA, INC.

By:   
John W. Cooper, President

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