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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Shula's Steak Houses, L.P.

Certificate of Status	0
Certified Copy	2
Page Count	03
Estimated Charge	\$192.50

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8/2/2006

CERTIFICATE OF MERGER

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S/Y ASSOCIATES, LTD.
(a Florida limited partnership)

AND

SHULA'S STEAK HOUSES, L.P.
(a Delaware limited partnership)

The undersigned limited partnerships hereby submit these Articles of Merger pursuant to Section 620.2106 under the Florida Revised Uniform Limited Partnership Act (the "Florida Act") and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act"), and certify that:

1. The names of the constituent partnerships are S/Y Associates, Ltd., a Florida limited partnership ("S/Y Associates"), and Shula's Steak Houses, L.P., a Delaware limited partnership ("SSH" and together with S/Y Associates, sometimes referred to herein as the "Constituent Partnerships").

2. The Agreement and Plan of Merger pursuant to which S/Y Associates shall be merged with and into SSH has been approved and executed by each of the Constituent Partnerships in accordance with the laws of their respective jurisdictions of organization.

3. SSH, a Delaware limited partnership, shall be the Surviving Partnership.

4. Pursuant to a Statement of Qualification filed with the Secretary of State of the State of Delaware by the Partnership simultaneously herewith, Section 1 of the Certificate of Limited Partnership of Shula's Steak Houses, L.P. is deleted in its entirety and replaced with the following:

1. The name of the Limited Partnership is Shula's Steak Houses, L.L.P.

5. Section 3 of the Certificate of Limited Partnership of Shula's Steak Houses, L.P. is deleted in its entirety and replaced with the following:

3. The name and address of the sole General Partner is:

Shula Sports, LLC
6843 Main Street
Miami Lakes, Florida 33014

6. The Merger was approved by S/Y Associates in accordance with the Florida Act, and the Merger was approved by SSH in accordance with the Delaware Act.

7. The Merger shall become effective on the date of filing of this Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware (the "Effective Date").

8. The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Partnership located at 6843 Main Street, Miami Lakes, Florida 33014.

9. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Partnership on request and without cost to any partner of S/Y Associates or SSH.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the Constituent Partnerships by their respective sole general partners effective as of July 19, 2006.

S/Y ASSOCIATES, LTD.

By: Don Shula's Steak Houses, Inc., its sole general partner

By: 
David Youns
President

SHULA'S STEAK HOUSES, L.P.

By: Shula GP, Inc., its sole general partner

By: 
David Youns
President

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA