

APR. 25. 2012 5:09PM

TRENAM KEMKER

NO. 3102 P. 1 of 1

H73475

Florida Department of State
Division of Corporations
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TAMPA STEAK, INC.

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SECRETARY OF STATE
TAMPA HASSEE, FLORIDA
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ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
TAMPA STEAK, INC.

TAMPA STEAK, INC., a corporation existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation (Document Number H73475) is TAMPA STEAK, INC., and its Articles of Incorporation were filed on August 28, 1985.

2. The Amended and Restated Articles of Incorporation filed together herewith were adopted and approved by joint written consent of the Board of Directors and all the shareholders of the Corporation on April 24, 2012, which was sufficient for approval of the following amendments:

(a) To amend Article II to remove the description of the nature of the business and in lieu thereof, to reflect the principal office and mailing address of the Corporation.

(b) To amend Article III to remove the description of the capital stock and in lieu thereof, to reflect the business and purposes for which the Corporation is organized.

(c) To amend Article IV to remove the description of the initial capital of the Corporation and in lieu thereof, to reflect the votes which holders of capital stock of the Corporation are entitled.

(d) To amend Article V to clarify the term of the Corporation's existence.

(e) To amend Article VI to remove the initial mailing address of the Corporation and in lieu thereof, to specify the current registered agent and registered office of the Corporation.

(f) To amend Article VII to remove the references to the original directors of the Corporation and in lieu thereof, to reflect the authorized number of directors and management of the Corporation's affairs by the directors.

(g) To amend Article VIII to remove the references to the original subscribers to the Corporation and in lieu thereof, to reflect the directors' and shareholders' rights to approve and amend the bylaws of the Corporation.

(h) To amend Article IX to remove the references to the original registered agent and registered office of the Corporation and in lieu thereof, to specify the Corporation's right to amend the Amended and Restated Articles of Incorporation.

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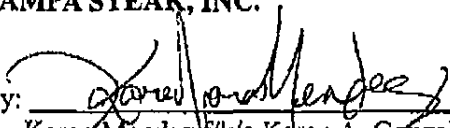
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(i) To amend Article X to remove the reference to the process to amend the Articles of Incorporation and in lieu thereof, to specify that the applicable Florida statute related to affiliated transactions shall not apply to the Corporation.

3. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation and supersede the Corporation's Articles of Incorporation and all amendments thereto.
4. These Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation shall be effective upon filing hereof with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Tampa Steak, Inc. as of the 24th day of April, 2012.

TAMPA STEAK, INC.

By: 
Karen Mendez f/k/a Karen A. Gonzalez,
President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA STEAK, INC.**

ARTICLE I

Name

The name of this corporation shall be:

Tampa Steak, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1720 W. Columbus Drive
Tampa, Florida 33607

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform

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services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The registered office of this corporation shall be located at 2701 N. Himes Avenue, Suite 101, Tampa, Florida 33607, and the registered agent of this corporation at such office shall be Antonio Carrodegua. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the shareholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders.

ARTICLE VIII

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors

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may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the shareholders, and the shareholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE X

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

[Signature page follows]

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APR. 25. 2012 5:10PM

TRENAM KEMKER

NO. 3102 P. 7

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IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation on behalf of the corporation for the uses and purposes therein stated this 24th day of April, 2012.

TAMPA STEAK, INC.

By: 

Karen Mendez f/k/a Karen A. Gonzalez,
President

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