



THE UNITED STATES
CORPORATION
COMPANY

J89475

ACCOUNT NO. : 072100000032

REFERENCE : 917849 84041A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ ~~113.75~~ 78.75

ORDER DATE : December 4, 2000

ORDER TIME : 11:43 AM

ORDER NO. : 917849-005

CUSTOMER NO: 84041A

CUSTOMER: Ms. Norma Deguenther
Outback Steakhouse Of Florida,
5th Floor
2202 North Westshore Blvd.
Tampa, FL 33607

merger

7000003484537--3

ARTICLES OF MERGER

HADLEY, INC.

INTO

OUTBACK STEAKHOUSE OF FLORIDA,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -4 PM 3:46

FILED

RECEIVED

00 DEC -4 PM 12:06

DIVISION OF CORPORATIONS

For
12/4/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

HADLEY, INC., a Texas corporation not authorized to transact business in
Florida

INTO

OUTBACK STEAKHOUSE OF FLORIDA, INC., a Florida entity, J89475

File date: December 4, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

FILED
00 DEC -4 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER ("Articles of Merger"), dated as of August 29, 2000, is entered into by and among HADLEY, INC., a Texas corporation ("HADLEY"); OUTBACK STEAKHOUSE, INC., a Delaware corporation ("OSI"); and OUTBACK STEAKHOUSE OF FLORIDA, INC., a Florida corporation ("Outback").

WITNESSETH:

WHEREAS, HADLEY is a corporation duly organized and validly existing under the laws of the State of Texas, and the authorized and outstanding capital stock of HADLEY is as follows:

<u>Corporation</u>	<u>Authorized Capital Stock</u>	<u>Shares Issued And Outstanding</u>
HADLEY, INC.	1,000,000 Common Shares	1,000 Common Shares

WHEREAS, OSI is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, OSI is authorized to issue 2,000,000 shares of Preferred Stock, par value \$.01, none of which are outstanding and 200,000,000 shares of Common Stock, \$.01 par value (the "OSI Common Stock"), of which approximately 78,204,531 shares of OSI Common Stock are issued and outstanding as of August 3, 2000; and

WHEREAS, Outback is a wholly owned subsidiary of OSI; and

WHEREAS, the respective Boards of Directors of each of HADLEY, Outback, and OSI deem it advisable, for the benefit of their respective corporations and shareholders, that HADLEY be merged into Outback, with Outback as the surviving corporation (in its capacity as surviving corporation, Outback is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of Sections 607.1101-607.1107 of the Florida Business Corporation Act (the "Florida Act") and the laws of the State of Texas ("Texas Law"), and have approved these Articles of Merger; and

WHEREAS, the Board of Directors of HADLEY has directed that these Articles of Merger be submitted to its voting shareholder for approval and adoption and the voting shareholder of HADLEY has approved and adopted these Articles of Merger in accordance with Texas Law and the corporate governance documents of HADLEY by unanimous written consent effective as of August 29, 2000; and

WHEREAS, OSI as the sole shareholder of Outback has unanimously approved and adopted these Articles of Merger effective as of August 29, 2000; and

WHEREAS, the Agreement and Plan of Reorganization (the "Reorganization Agreement"), which Outback, OSI, and HADLEY have entered, contemplates the execution and delivery of these Articles of Merger.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. **Merger.** The names of the corporations which propose to merge are HADLEY, INC., a Texas corporation ("HADLEY"), and OUTBACK STEAKHOUSE OF FLORIDA, INC. ("Outback"). In accordance with the provisions of the Florida Act and Texas Law at the Effective Date (as hereinafter defined), HADLEY shall be merged into Outback, and Outback shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida. The plan of merger set forth in these Articles of Merger was duly authorized by each of Outback and HADLEY, respectively, by all action required by the laws under which it was incorporated or organized and by its constituent documents.

2. **Continuation of Corporate Existence.** The corporate existence and identity of Outback, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of HADLEY with all its purposes, powers, franchises, privileges, rights and immunities at the Effective Date shall be merged with and into that of Outback, and Outback as the Surviving Corporation shall be vested fully therewith, and the separate corporate existence and identity of HADLEY shall thereafter cease except to the extent continued by statute.

3. **Effective Date.** The merger shall become effective (hereinbefore and hereinafter called the "Effective Date") upon the later of (i) filing of these Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Texas; or (ii) August 29, 2000. Such Effective Date shall be indicated on Certificates of Merger issued by the Secretary of State of the State of Florida and by the Secretary of State of the State of Texas pursuant to the Florida Act and Texas Law.

4. **Corporate Governance.**

- (a) The Certificate of Incorporation of Outback, as in effect on the Effective Date, shall continue in full force and effect and shall be the Certificate of Incorporation of the Surviving Corporation.
- (b) The Bylaws of Outback, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.
- (c) The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for Outback as of the Effective Date.

5. **Conversion of Shares.** The manner and basis of converting the capital stock of HADLEY into OSI Common Stock, subject to **Section 5(d)** below with respect to fractional shares, shall be as follows:

- (a) Each share of HADLEY common stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be converted into and exchanged for 21,797 shares of OSI Common Stock.
- (b) The Outback Capital Stock outstanding immediately prior to the Effective Date shall be unaffected by the merger.
- (c) The stock transfer books of HADLEY shall be closed as of the close of business on the Effective Date and no transfer of record of any of its capital stock shall take place thereafter.
- (d) No fractional shares of OSI Common Stock and no certificates or scrip therefor shall be issued. Instead one whole share of OSI Common Stock shall be issued to each holder of shares of common stock of the merging corporations whose fractional share interest is .5 or more of one whole share; each fraction of less than .5 of one whole share shall be disregarded.
- (e) Notwithstanding the foregoing, the OSI shall not be required to issue or distribute more than Twenty-one Thousand Seven Hundred Ninety-seven (21,797) shares of OSI Common Stock pursuant to the merger, less any shares reserved for dissenters' rights, as described in Article 1 of the Reorganization Agreement.
- (f) All of the shares of OSI Common Stock, when delivered pursuant to the provisions of these Articles of Merger, shall be validly issued, fully paid and nonassessable.
- (g) At the Effective Date, each holder of certificates representing shares of the common stock of HADLEY shall thereupon cease to have any rights with respect to such shares and shall be deemed to be a shareholder of OSI to the extent of the number of shares of OSI Common Stock to which such shareholder shall be entitled in accordance with these Articles of Merger; and shall surrender certificates representing shares of the common stock of HADLEY to the OSI, whereupon such holder shall receive a certificate or certificates for the number of shares of OSI Common Stock to which such holder is entitled hereunder.

6. **Rights and Liabilities of the Surviving Corporation.** The Surviving Corporation shall have the following rights and obligations:

- (a) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.
- (b) The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of Outback, and HADLEY and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to HADLEY shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

- (c) At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of HADLEY and any claim existing or action or proceeding pending by or against HADLEY or Outback may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of HADLEY or Outback shall be impaired by the merger.

7. **Consent of Shareholders.** These Articles of Merger have been adopted by the shareholders of HADLEY in accordance with Texas Law and its corporate governance documents by unanimous written consent effective as of August 29, 2000. These Articles of Merger have been adopted by the written consent of the sole shareholder of Outback dated as of August 29, 2000, pursuant to the Florida Act.

8. **Dissenting Shareholders.** If any shareholder of HADLEY files a written objection to these Articles of Merger before a vote of the shareholders is taken hereon and complies with the further provisions of the Florida Act or Texas Law, as applicable, he may be paid the fair value of his shares. If any shareholder of HADLEY lawfully elects, pursuant to the Florida Act or Texas Law, as applicable, to exercise or pursue his right to dissent from any of the corporate actions referred to in these Articles of Merger with respect to the shares of common stock of HADLEY owned by such shareholder (the "Dissenting Shares"), such shareholder shall be entitled to exercise only those rights available to him as set forth in the Florida Act or Texas Law, as applicable, and, in that event, only in the manner set forth therein. During the period in which any such shareholder shall be exercising or pursuing any of such shareholder's rights of dissent as specified in the Florida Act or Texas Law, as applicable, such shareholder shall have no other rights pursuant to or arising from these Articles of Merger.

9. **Reorganization Agreement.** These Articles of Merger are intended to supplement the Reorganization Agreement and are not intended to conflict with or supersede that agreement and, in the event of any conflict, the provisions of the Reorganization Agreement shall control.

10. **Copies.** A copy of these Articles of Merger shall be on file at the principal place of business of the Surviving Corporation located at 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607. A copy of these Articles of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party hereto.

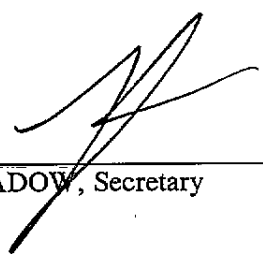
IN WITNESS WHEREOF, the undersigned have executed this Agreement, Plan and Articles of Merger as of the day and year first above written.

"OSI"

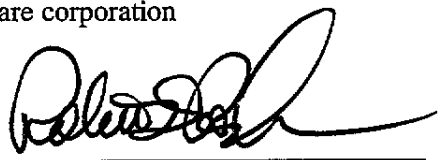
Attest:

OUTBACK STEAKHOUSE, INC.,
a Delaware corporation

By:


JOSEPH J. KADOW, Secretary

By:


ROBERT D. BASHAM, President

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

On this 15th day of November, 2000, before me, personally came ROBERT D. BASHAM and JOSEPH J. KADOW, President and Secretary, respectively, of OUTBACK STEAKHOUSE, INC., a Delaware corporation, who are personally known to me, and each being first duly sworn, did depose and say that they executed the foregoing on behalf of said corporation by order of the Board of Directors of said corporation.

(NOTARY SEAL)



Norma P. DeGuenther
MY COMMISSION # CC629617 EXPIRES
March 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Norma P. DeGuenther

(Notary Signature)

NOTARY PUBLIC

Commission No. CC629617
3/13/01

Attest:

"Outback"

OUTBACK STEAKHOUSE OF FLORIDA,
INC., a Florida corporation

By: [Signature]

JOSEPH J. KADOW, Secretary

By: [Signature]

ROBERT D. BASHAM, Chief Operating
Officer

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

On this 15th day of November, 2000, before me, personally came ROBERT D. BASHAM and JOSEPH J. KADOW, Chief Operating Officer and Secretary, respectively, of OUTBACK STEAKHOUSE OF FLORIDA, INC., a Florida corporation, who are personally known to me, and each being first duly sworn, did depose and say that they executed the foregoing on behalf of said corporation by order of the Board of Directors of said corporation.

(NOTARY SEAL)

NOTARY PUBLIC



Norma P. DeGuenther
MY COMMISSION # CC629617 EXPIRES
March 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Norma P. DeGuenther

(Notary Signature)

Commission No. CC629617
3/13/01

"HADLEY"

Attest:

HADLEY, INC.,
a Texas corporation

By: WM. BLAISE HADLEY, Secretary

By: WM. BLAISE HADLEY, President

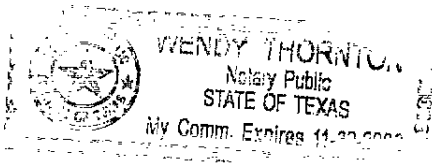
STATE OF TEXAS)

COUNTY OF Dallas)

On this 13th day of November, 2000, before me, personally came WM. BLAISE HADLEY, President and Secretary, respectively, of HADLEY, INC., a Texas corporation, who is personally known to me, and being first duly sworn, did depose and say the foregoing was executed on behalf of said corporation by order of the Board of Directors of said corporation.

(NOTARY SEAL)

NOTARY PUBLIC



Wendy Thornton
(Notary Signature)

Commission No. 01142719-1

"HADLEY"

WM. BLAISE HADLEY, individually

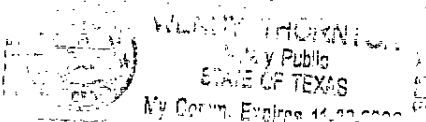
STATE OF TEXAS)

COUNTY OF Dallas)

On this 13th day of November, 2000, before me, personally came WM. BLAISE HADLEY, who is personally known to me, and being first duly sworn, did depose that he executed the foregoing.

(NOTARY SEAL)

NOTARY PUBLIC



Wendy Thornton
(Notary Signature)

Commission No. 01142719-1