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: 11999000014B : (813)228-7411

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LIMITED LIABILITY AMENDMENT

BONEFISH GRILL OF SARASOTA, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF BONEFISH GRILL OF SARASOTA, LLC

The undersigned, acting as an authorized representative of a member of Bonefish Grill of Sarasota, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on December 29, 2000, adopts the following Amended and Restated Articles of Organization of the Company:

ARTICLE I Name

The name of the Company is Bonefish Grill of Sarasota, LLC.

ARTICLE II Principal Office and Mailing Address

The principal office and mailing address of the Company is 5901 Fourth Street North, St. Petersburg, Florida 33703.

ARTICLE III Registered Agent and Office

The street address of the registered office of the Company is 501 East Kennedy Boulevard. Suite 1700, Tampa, Florida 33602, and the name of its registered agent at that address is Fowler. White, Gillen, Boggs, Villareal and Banker, P.A. c/o Scott P. Andrew.

ARTICLE IV Management

The Company shall be a manager-managed company.

[Signature Page Next]

These Amended and Restated Articles of Organization are being filed pursuant to Section 608.411 of the Florida Statutes and have been duly executed by the undersigned authorized representative of a member of the Company on this 10th day of July, 2001.

Scott P. Andrew

Authorized Representative

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