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PAGE 01/04

Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

Florida Steakhouse II, LLC

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11/21/2005

ARTICLES OF ORGANIZATION**OF****FLORIDA STEAKHOUSE II, LLC**

Pursuant to the provisions of Sections 608.401, *et seq.* of the Florida Limited Liability Company Act, as amended (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I**NAME**

The name of the limited liability company is *Florida Steakhouse II, LLC* (the "Company").

ARTICLE II**PRINCIPAL PLACE OF BUSINESS**

The principal office of the Company shall be located at:

17749 Ashley Drive, Building B
Panama City Beach, Florida

and its mailing address is the same.

ARTICLE III**REGISTERED OFFICE; REGISTERED AGENT**

The location and street address of the initial registered office of the Company shall be 17749 Ashley Drive, Building B, Panama City Beach, Florida, and its registered agent at such address shall be Stewart R. Dudley.

ARTICLE IV**MANAGERS**

The Company is to be managed by one (1) or more Managers in accordance with the provisions set forth in the Operating Agreement of the Company. The name and address of the initial Managers of the Company, who shall serve until their successors are elected and shall begin serving, are:

James C. Lee, III
111 Oxmoor Road
Birmingham, Alabama 35209

Stewart R. Dudley
111 Oxnard Road
Birmingham, Alabama 35209

ARTICLE V
DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Act or the Operating Agreement of the Company.

ARTICLE VI
PURPOSES

The purposes for which the Company is formed are to engage in the business of owning, operating and managing a RUTH'S CHRIS® Steak House franchise restaurant, together with any and all activities or services which may be related to or incidental thereto.

ARTICLE VII
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

The cessation of membership of one (1) or more Members of the Company will not result in the dissolution of the Company unless required under the Act upon the cessation of the last remaining Member.

ARTICLE VIII
REGULATION OF INTERNAL AFFAIRS

The provisions for the regulation of the internal affairs of the Company are set forth in the Operating Agreement of the Company, as the same may be amended from time to time in accordance with its terms.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 21 day of November, 2005, by the undersigned sole Member of the Company who affirms that the statements made herein are true under the penalties of perjury.


James C. Lee, III, Sole Member of
Florida Steakhouse II, LLC

**STATEMENT OF REGISTERED AGENT
OF
FLORIDA STEAKHOUSE II LLC**

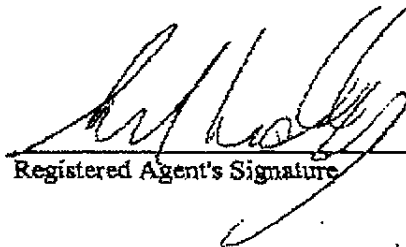
The name of the limited liability company is Florida Steakhouse II, LLC (the "Company").

The name and the Florida address of the Registered Agent of the Company are:

Stewart R. Dudley
17749 Ashley Drive, Building B
Panama City Beach, Florida 32413

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

DATED: November 21, 2005.



Registered Agent's Signature

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