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TALLAHASSEE, FLORIDA

CORAFLAL

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

**FILING COVER SHEET**
**ACCT. #FCA-14**

**CONTACT:** TRICIA TADLOCK

**DATE:** 06-14-07

**REF. #:** 001683.70009

**CORP. NAME:** OUTBACK STEAKHOUSE OF FLORIDA, INC.

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TALLAHASSEE, FLORIDA

( ) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY
( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION
( XX ) OTHER: CERTIFICATE OF CONVERSION

**STATE FEES PREPAID WITH CHECK#** 521685 **FOR $** 180.00.

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

_____ **COST LIMIT: $**_____

**PLEASE RETURN:**

( XX ) CERTIFIED COPY ( ) CERTIFICATE OF GOOD STANDING ( ) PLAIN STAMPED COPY
( ) CERTIFICATE OF STATUS

Examiner's Initials

**Certificate of Conversion**
**For**
**Outback Steakhouse of Florida, Inc.**
**Into**
**Outback Steakhouse of Florida, LLC**

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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert Outback Steakhouse of Florida, Inc., into a limited liability company in accordance with s. 608.439, Florida Statutes.

J89475

Outback Steakhouse of Florida, Inc., is a corporation first incorporated under the laws of Florida on August 27, 1987, and remains unchanged as of the date of this Certificate.

The name of the Florida limited liability company as set forth in the attached Articles of Organization is Outback Steakhouse of Florida, LLC.

Signed this 14TH day of June, 2007.*

JOSEPH J. KADOW, Authorized Representative

* The corporation was converted in compliance with ss. 607-1112-607.1115, FS, and a plan of conversion was approved by the corporation's board of directors and its shareholders in accordance with Chapter 607, FS. The principal address of the resulting Florida limited liability company will be 2202 N. West Shore Blvd., 5th Floor, Tampa, Florida 33607. The resulting Florida limited liability company will pay shareholders of the corporation with appraisal rights (if applicable) pursuant to ss. 607.1301-607.1333, Florida Statutes.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**
**FOR**
**OUTBACK STEAKHOUSE OF FLORIDA, LLC**

**ARTICLE I – Name**

The name of the Limited Liability Company is: Outback Steakhouse of Florida, LLC

**ARTICLE II – Address**

The principal office's mailing and street address of the Limited Liability Company is:

2202 N. West Shore Blvd., 5th Floor
Tampa, FL 33607

**ARTICLE III – Registered Agent, Registered Office and Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

Joseph J. Kadow
2202 N. West Shore Blvd., 5th Floor
Tampa, FL 33607

*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.*

_____
Registered Agent's Signature

**ARTICLE IV – Manager(s) or Managing Member(s)**

The name and address for the sole Managing Member are as follows:

OSI Restaurant Partners, LLC
2202 N. West Shore Blvd., 5th Floor
Tampa, FL 33607

The effective date shall be the date of filing.

SOLE MANAGING MEMBER:
OSI RESTAURANT PARTNERS, LLC

By: _____
Joseph J. Kadow, Authorized Representative