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

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TALLAHASSEE, FLORIDA

CONTACT: TRICIA TADLOCK

DATE: 06-14-07

REF. #: 001683.70009

CORP. NAME: OSI INTERNATIONAL, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 521687 FOR \$ 180.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**Certificate of Conversion
For
OSI International, Inc.
Into
OSI International, LLC**

FILED
07 JUN 14 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

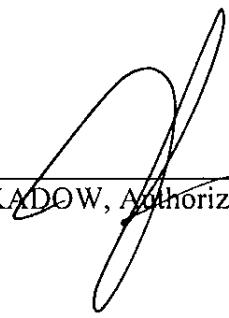
PO2000043004

OSI International, Inc., is a corporation first incorporated under the laws of Florida on April 19, 2002, 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 OSI International, 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.

**ARTICLES OF ORGANIZATION
FOR
OSI INTERNATIONAL, LLC**

ARTICLE I – Name

The name of the Limited Liability Company is: OSI International, 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

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TALLAHASSEE, FLORIDA