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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CORP DIRECT 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: OS SOUTHERN, INC.

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- |  |   |  |
|--|---|--|
| <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# 521690 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  
OS Southern, Inc.  
Into  
OS Southern, LLC**

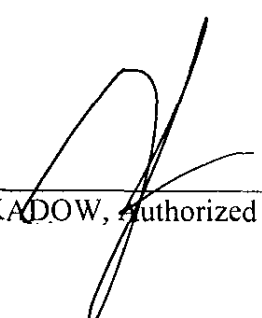
This Certificate of Conversion and attached Articles of Organization are submitted to convert OS Southern, Inc., into a limited liability company in accordance with s. 608.39, Florida Statutes.

P00000030057

OS Southern, Inc., is a corporation first incorporated under the laws of Florida on March 23, 2000, 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 OS Southern, LLC.

\*  
Signed this 14<sup>th</sup> 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., 5<sup>th</sup> 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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**ARTICLES OF ORGANIZATION  
FOR  
OS SOUTHERN, LLC**

**ARTICLE I – Name**

The name of the Limited Liability Company is: OS Southern, LLC

**ARTICLE II – Address**

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

2202 N. West Shore Blvd., 5<sup>th</sup> 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., 5<sup>th</sup> 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., 5<sup>th</sup> 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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