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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 387687 84041A

AUTHORIZATION :

Patricia Pujut

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 PM 3:50

ORDER DATE : September 27, 1999

ORDER TIME : 12:23 PM

ORDER NO. : 387687-005

CUSTOMER NO: 84041A

800002997958--2

CUSTOMER: Ms. Norma Deguenther
OUTBACK STEAKHOUSE OF FLORIDA,
OUTBACK STEAKHOUSE OF FLORIDA,
Suite 200
550 North Reo Street
Tampa, FL 33609

DOMESTIC FILING

NAME: OS DEVELOPERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
OS DEVELOPERS, LLC**

The undersigned Member signs these Articles of Organization and forms a limited liability company (the "**Company**") under the Florida Limited Liability Company Act (the "**Act**"), as follows:

**ARTICLE I
Name**

The name of the Company is: **OS Developers, LLC.**

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Company is: c/o Outback Steakhouse of Florida, Inc., 550 North Reo Street, Suite 200 Tampa, FL 33609-1050.

**ARTICLE III
Duration**

The Company's existence will begin upon filing of these Articles of Organization with the Florida Department of State and will continue perpetually, unless sooner terminated pursuant to the Company's Operating Agreement or law.

**ARTICLE IV
Management**

The business of the Company will be managed by the Members. The name and address of the sole initial managing Member is:

Outback Steakhouse of Florida, Inc.,
a Florida corporation

550 North Reo Street, Suite 200
Tampa, Florida 33609-1050

**ARTICLE V
Admission of Additional Members**

The Members may admit additional members, however, no person may be admitted as an additional or substituted Member unless and until: (a) the Company has been delivered a copy of a written agreement specifying all terms and conditions of the proposed admission, signed by all applicable parties; (b) the prospective admittee signs and delivers to the Company a written agreement pursuant to which such person agrees to be bound by and confirms the agreements, representations, and warranties contained in the Company's Operating Agreement; and (c) an

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appropriate amendment to the Operating Agreement is signed, and any documents required by law to be filed of record are so filed.

ARTICLE VI
Members Rights to Continue Business

The death, retirement, resignation, expulsion, incompetency, insolvency, bankruptcy, termination or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company will not terminate the Company and the remaining Members shall have the right to continue the business of the Company.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 550 North Reo Street, Suite 200 Tampa, Florida 33609-1050, and the name of its initial registered agent at such address is Joseph J. Kadow.

ARTICLE VIII
Affidavit of Membership and Contribution

The undersigned Member or authorized representative of a Member of the Company deposes and says:

1. The Company has at least 1 member.
2. The total amount of cash contributed by the Member(s) is: \$525,000.00
3. If any, the agreed value of property other than cash contributed by Member(s) is (a description of the property, if any, is attached and made a part hereof): \$-0-
4. The amount of cash or property anticipated to be contributed by Member(s) is: \$10,000,000.00
5. The total amount of 2, 3 and 4 is: \$10,525,000.00

In accordance with Section 608.408(3) of the Act, the execution of this Affidavit by a Member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

OUTBACK STEAKHOUSE OF FLORIDA, INC.
as Initial Managing Member

By: _____
Name: _____ Joseph J. Kadow
Title: _____ Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Company, at the place designated in these Articles of Organization, Joseph J. Kadow hereby (a) accepts the appointment as registered agent and agrees to act as registered agent for the Company, (b) agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, and (c) confirms that he is familiar with and accepts the obligations of his position as registered agent.



Joseph J. Kadow