

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

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Fax Number : (850) 922-4001

From: Karen L. DiDea (Direct Dial NO. 407/418-6462)

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
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ATTORNEY NO. 424

CLIENT NUMBER: 099994

MATTER NO. 45084

RESUBMITTED  
PLEASE ARRANGE FILING OF THESE ARTICLES OF INCORPORATION  
~~AND RETURN EVIDENCE OF THE CERTIFIED FILING TO ME AS SOON AS POSSIBLE.~~  
THANKS, Karen

FLORIDA PROFIT CORPORATION OR P.A.

RESTAURANT PARTNERS MANAGEMENT COMPANY, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 15, 2000

LORENDES DROSDICK DOSTER

SUBJECT: RESTAURANT PARTNERS MANAGEMENT COMPANY, INC.  
REF: W00000006886

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight  
Document Specialist

FAX Aud. #: H000000011530  
Letter Number: 200A00014313

ARTICLES OF INCORPORATION  
OF  
RESTAURANT PARTNERS MANAGEMENT COMPANY

ARTICLE I - NAME

The name of this corporation is Restaurant Partners Management Company.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 112 East Concord Street, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of TEN CENTS (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 112 East Concord Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Timothy Hanley.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Timothy Hanley

112 East Concord Street  
Orlando, Florida 32801

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David Manuchia

112 East Concord Street  
Orlando, Florida 32801

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Timothy Hanley

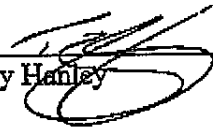
112 East Concord Street  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of March, 2000.

  
Timothy Hanley, Incorporator

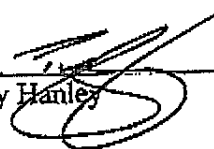
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Restaurant Partners Management Company.

  
Timothy Hanley

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of Restaurant Partners Management Company.

  
Timothy Hanley

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