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FILED
01 FEB - 8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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February 5, 2001

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: HMS Steakhouse of Port Richey, Inc.

Dear Sir or Madam:

Enclosed is the original of the Articles of Incorporation of HMS Steakhouse of Port Richey, Inc. for filing with the Florida Department of State. Please have the enclosed filed with the Division of Corporations, and return a certified copy of same to the attention of the undersigned at the Tampa, Florida address referenced in the letterhead.

Also enclosed please find check no. 26687 in the amount of \$78.75 which represents payment of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

gjh

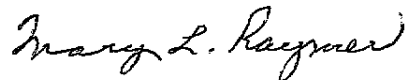
Florida Department of State

February 5, 2001

Page 2

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me directly at (813)222-5070 rather than returning the unfiled Articles of Incorporation.

Sincerely,



Mary L. Raymer
Legal Assistant

/mr

Enclosures

I:\W-CORR\MLR\DAI\Y\SOS.1
2/5/01

FILED
01 FEB - 8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
HMS STEAKHOUSE OF PORT RICHEY, INC.

ARTICLE ONE - NAME

The name of this corporation is: HMS Steakhouse of Port Richey, Inc.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:
4744 North Dale Mabry Highway, Tampa, Florida 33614.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE SEVEN - 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, but shall never be less than one (1). The name

and address of the initial directors of this corporation are HAROLD SELTZER, 4744 North Dale Mabry Highway, Tampa, Florida 33614, and MICHAEL SELTZER, 4744 North Dale Mabry Highway, Tampa, Florida 33614.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation as of the fifth day of February, 2001.



Lawrence J. Bailin, as
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this fifth day of February, 2001, by LAWRENCE J. BAILIN, who is personally known to me.

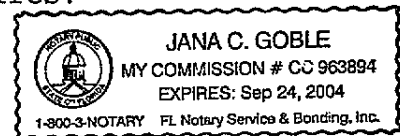
Jana C. Goble

Printed Name: _____

Notary Public

Serial Number (if any): _____

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

Lawrence J. Bailin

Lawrence J. Bailin, as
Registered Agent

FILED
01 FEB - 8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/5/01