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Florida Department of State

Division of Corporations

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EFFECTIVE DATE

07-01-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File # 100-3566

FLORIDA PROFIT CORPORATION OR P.A.

Bonefish Grill Holdings, Inc.

TO BE EFFECTIVE JULY 1, 2001

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BONEFISH GRILL HOLDINGS, INC.

EFFECTIVE DATE
07-01-01

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

Bonefish Grill Holdings, Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The initial principal office and mailing address of this corporation shall be:

5901 Fourth Street North
St. Petersburg, Florida 33703

ARTICLE III
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. c/o Scott P. Andrew, Esq. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

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ARTICLE IV
Shares

The total number of common shares authorized to be issued by the corporation shall be 10,000 shares having a par value of \$0.01 per share.

ARTICLE V
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Timothy V. Curci	2946 Hadleigh Clearwater, Florida 34621
Christopher L. Parker	184 - 97th Avenue, N.E. St. Petersburg, Florida 33702

ARTICLE VI
Incorporator

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy V. Curci	2946 Hadleigh Clearwater, Florida 34621

ARTICLE VII
Exculpation and Indemnification

No director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of this corporation shall be

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eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

This corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of this corporation or serves or served as a director or officer of any other enterprises at the request of this corporation.

Any repeal or modification of the foregoing paragraphs of this Article VII by the shareholders of this corporation shall not adversely affect any right or protection of a director or officer of this corporation existing at the time of such repeal or modification.

ARTICLE VIII
Effective Date and Time

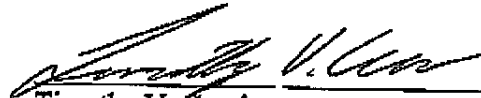
The corporation's existence shall commence effective as of July 1, 2001, at 12:01 a.m.

[Signature Page Next]

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IN WITNESS WHEREOF, I, the undersigned, have executed these Articles this 29th day of June, 2001.



Timothy V. Curci
Incorporator

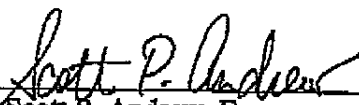
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CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

FOWLER, WHITE, GILLEN, BOGGS,
VILLAREAL AND BANKER, P.A.

By: 
Scott P. Andrew, Esq.
Authorized Agent

Date: June 29, 2001

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