

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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Phone : (813) 229-2111
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FLORIDA PROFIT CORPORATION OR P.A.

HMS Steakhouse of Naples, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
HMS STEAKHOUSE OF NAPLES, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I.
NAME**

The name of the Corporation is HMS Steakhouse of Naples, Inc.

**ARTICLE II.
TERM OF EXISTENCE**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**ARTICLE III.
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 4744 North Dale Mabry Highway, Tampa, Florida 33614.

**ARTICLE IV.
CAPITAL STOCK**

The Corporation is authorized to issue 5,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

**ARTICLE VI.
DIRECTORS**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

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Name

Michael Scitzer

Address

4744 North Dale Mabry Highway
Tampa, Florida 33614

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Andrew L. McIntosh

Address

c/o Piper Rudnick LLP
101 East Kennedy Boulevard
Suite 2000
Tampa, Florida 33602

**ARTICLE VIII.
AFFILIATED TRANSACTIONS**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**ARTICLE IX.
CONTROL SHARE ACQUISITIONS**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**ARTICLE X.
BYLAWS**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**ARTICLE XI.
INDEMNIFICATION**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

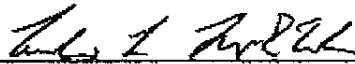
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**ARTICLE XII.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 20, 2003.

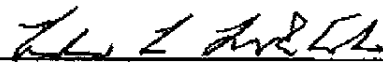


Andrew L. McIntosh, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: February 20, 2003.



Andrew L. McIntosh