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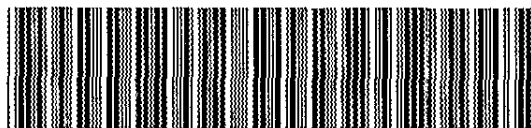
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PLEASE REPLY TO
FORT LAUDERDALE OFFICE

June 25, 2004

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MELISSA L. SONNE
ANDRE B. SUSLA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32312

To Whom It May Concern:

Attached you will find the original Articles of Incorporation of Beef O'Brady's of Miami, Inc. along with a check in the amount of \$78.75 made payable to the Florida Department of State. Please make arrangements to have these Articles of Incorporation filed at your earliest convenience. In addition, please return the certified copy of the filed Articles to the undersigned in the enclosed, self-addressed, stamped envelope provided for your convenience.

Should you have any questions or require any additional information or documentation, please contact the undersigned.

Sincerely yours,



LINDA C. FRAZIER

Enclosures

LCF/cb

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GOVERNMENTAL RELATIONS
KIMBERLY BEHN
SANDRA S. HARRIS
NOT MEMBERS OF FLA BAR

**ARTICLES OF INCORPORATION
OF
BEEF O'BRADY'S OF MIAMI, INC.**

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MIAMI, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is Beef O'Brady's of Miami, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 3368 Lathenvue Court, Alpharetta, Georgia 30004.

**ARTICLE III
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is Linda C. Frazier, and the address of the Corporation's registered office is c/o Panza, Maurer & Maynard, P.A., 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Linda C. Frazier, Panza, Maurer & Maynard, P.A., 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

**ARTICLE V
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE VI
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII
CAPITAL STOCK**

The corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.

**ARTICLE VIII
INDEMNIFICATION**


The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Michael Jacobs
3368 Lathenview Court
Alpharetta, Georgia 30004

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of June, 2004.



Linda C. Frazier, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


LINDA C. FRAZIER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA