

**Electronic Articles of Incorporation
For**

P04000155269
FILED
November 12, 2004
Sec. Of State
Ipooe

RUTH'S PANTRY, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

RUTH'S PANTRY, INC.

Article II

The principal place of business address:

3900 MARRIOTT DRIVE
PANAMA CITY BEACH, FL. 32408

The mailing address of the corporation is:

POST OFFICE BOX 27062
PANAMA CITY, FL. 32411

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000

Article V

The name and Florida street address of the registered agent is:

RUTH A BRAUNZ
3521 DRAGON'S RIDGE ROAD
PANAMA CITY BEACH, FL. 32408

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RUTH A. BRAUNZ

Article VI

The name and address of the incorporator is:

RUTH A. BRAUNZ
3521 DRAGON'S RIDGE ROAD
PANAMA CITY BEACH, FL 32408

Incorporator Signature: RUTH A. BRAUNZ

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSD
RUTH A BRAUNZ
3521 DRAGON'S RIDGE ROAD
PANAMA CITY BEACH, FL. 32408

Article VIII

The effective date for this corporation shall be:

11/12/2004