

MAR. 29. 2005 3:01PM
Division of Corporations

HILL WARD HENDERSON

NO. 2443 P. 1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MHR Steakhouse of Lakeland, Inc.

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| Certificate of Status | 1 |
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**ARTICLES OF INCORPORATION
OF
MHR STEAKHOUSE OF LAKE LAND, INC.**

The undersigned incorporator of MHR Steakhouse of Lakeland, Inc. (the "Corporation"), for the purpose of forming a corporation in accordance with the provisions of the Florida Business Corporation Act (the "Act"), hereby certifies the following:

ARTICLE I. NAME

The name of the Corporation is **MHR Steakhouse of Lakeland, Inc.**

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PURPOSE

The Corporation may transact any or all lawful business for which a corporation may be incorporated under the Act.

ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS

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

ARTICLE V. CAPITAL STOCK

The Corporation is authorized to issue one class of capital stock. The total number of shares which the Corporation is authorized to issue is one thousand (1,000) shares, all of which shall be designated Common Stock, \$0.01 par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, other securities of the Corporation, or promises to perform services for the Corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate.

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify its directors, officers and authorized agents to the maximum extent permitted under the Act. The Corporation may insure its directors, officers and authorized agents up to the maximum extent permitted under the Act.

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4744 North Dale Mabry Highway, Tampa, Florida 33614 and the name of the Corporation's initial registered agent at that address is Michael Seltzer.

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. INCORPORATOR

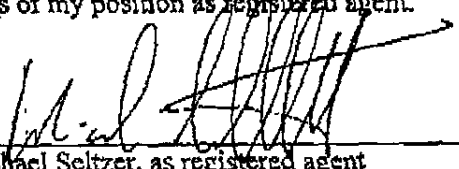
The name of the incorporator is Michael Seltzer and the street address of the incorporator is 4744 North Dale Mabry Highway, Tampa, Florida 33614. The incorporator assigns to the Corporation his rights under Section 607.0201 of the Act, to constitute a corporation, and he assigns to those persons designated by the Board of Directors of this Corporation any rights he has as incorporator to acquire any of the capital stock of this Corporation, which assignment shall become effective on the date corporate existence begins.

EXECUTED: March 18, 2005


Michael Seltzer, as incorporator**REGISTERED AGENT CERTIFICATE**

I hereby accept appointment as the registered agent of MHR Steakhouse of Lakeland, Inc. I am familiar with and accept the obligations of my position as registered agent.

EXECUTED: March 18, 2005


Michael Seltzer, as registered agent

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