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FROM AKERMAN, SENTERFITT & EIDSON

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From: Rosa Wong, Paralegal

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**RGI ACQUISITION CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION  
OF**

**RGI ACQUISITION CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is **RGI ACQUISITION CORP.**, (hereafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

c/o Steakhouse Partners, Inc.  
10200 Willow Creek Road  
San Diego, California 92131

**ARTICLE III  
PURPOSE**

The purpose for which the Corporation is organized is to transact any lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, par value \$0.01 per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

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**ARTICLE VI**  
**INITIAL DIRECTOR**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

A. Stone Douglass  
10200 Willow Creek Road  
San Diego, California 92131

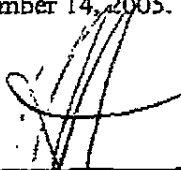
**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Andrew Schwartz, Esq., One S.E. Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, has executed these Articles of Incorporation this November 14, 2005.

  
\_\_\_\_\_  
Andrew Schwartz, Incorporator

H05000264055 3

H05000264055 3

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **RGI ACQUISITION CORP.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this November 14, 2005.

**AMERICAN INFORMATION SERVICES,  
INC., Registered Agent**

By:   
Its: Rosa Wong, Assistant Secretary

Dated: November 14, 2005

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