

02/28/2008 11:07 FAX

CARLTONFIELDS-TPA

001/005

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Hooters Management Holding Co.

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**ARTICLES OF INCORPORATION
OF
HOOTERS MANAGEMENT HOLDING CO.**

Pursuant to Sections 607.0201 and 607.0202 of the Florida Business Corporation Act, the undersigned incorporator hereby files the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Hooters Management Holding Co. (the "Corporation").

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is: 107 Hampton Road, Suite 200, Clearwater, Florida 33759.

ARTICLE III

Purpose

The purpose for which the Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the State of Florida.

ARTICLE IV

Shares

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock, no par value per share.

ARTICLE V

Initial Directors

The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Neil G. Kiefer	7296 Bryce Point Pinellas Park, FL 33782
Gilbert DiGiannantonio	3717 Woodridge Place Palm Harbor, FL 34684
William Ranieri	949 Skye Lane Palm Harbor, FL 34683
Edward C. Droste	20 Midway Island Clearwater, FL 33767

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Dennis D. Johnson

277 Aberdeen Street
Dunedin, FL 34698

ARTICLE VI
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 4221 West Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of the Corporation's initial registered agent at that office is CFRA, LLC.

ARTICLE VII
Incorporator

The name and address of the incorporator are:

Name

Address

David P. Burke

4221 West Boy Scout Boulevard
Suite 1000
Tampa, Florida 33607

[Signatures on the Following Pages]

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CARLTONFIELDS-TPA

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Dated this 28th day of February, 2008.



Name: David P. Burke

Title: Incorporator

AUDIT NO. H08000052239 3**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby 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 duties and obligations of its position as registered agent.

Dated this 28th day of February, 2008.

CFRA, LLC
a Florida limited liability company

By: 

David P. Burke