

W. H. McAnnally IV
Attorney at Law
Sunshine State Federal S & L Bldg.
420 W. Brandon Blvd., Suite 202
Brandon, FL 33511
(813) 653-0772



Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

May 19, 2010

Re: RUTH'S STEAKHOUSE, INC.

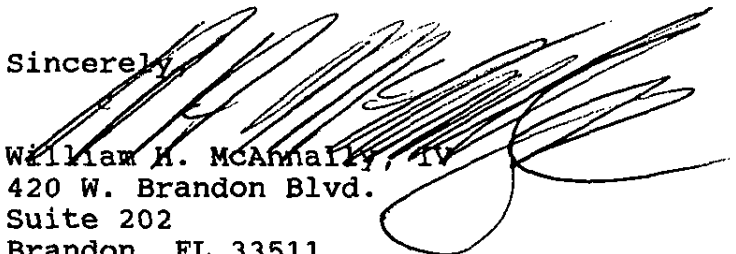
Dear Clerk,

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

| | |
|----------------------|---------|
| Filing Fee | \$35.00 |
| Registered agent fee | \$35.00 |

Please file the original of the enclosed Articles of Incorporation and return a non-certified copy to the undersigned.

Sincerely,


William H. McAnnally, IV
420 W. Brandon Blvd.
Suite 202
Brandon, FL 33511
(813) 653-0772

ARTICLES OF INCORPORATION
OF
RUTH'S STEAKHOUSE, INC.

FILED
2010 MAY 24 P 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be: RUTH'S STEAKHOUSE, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 7409 Hwy. 301 South, Suite 300, Riverview, FL 33578. The initial Registered Agent of this corporation at such office, shall be BETTY L. TOMER, who upon accepting this designation agrees to comply with

the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 7409 Hwy. 301 South, Suite 300, Riverview, FL 33578

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board are:

| NAME | ADDRESS |
|-----------------|---|
| BETTY L. TOMER | 7409 Hwy. 301 South Suite 300 Riverview, FL 33578 |
| THOMAS T. TOMER | 7409 Hwy. 301 South Suite 300 Riverview, FL 33578 |

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

| NAME | ADDRESS |
|-----------------|---|
| BETTY L. TOMER | 7409 Hwy. 301 South Suite 300 Riverview, FL 33578 |
| THOMAS T. TOMER | 7409 Hwy. 301 South Suite 300 Riverview, FL 33578 |

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 19th day of May, 2010.

Betty L. Tomer
BETTY L. TOMER,
as Incorporator

Thomas T. Tomer
THOMAS T. TOMER,
as Incorporator

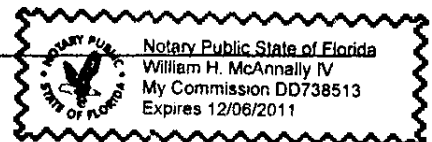
Betty L. Tomer
BETTY L. TOMER,
as Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of RUTH'S STEAKHOUSE, INC., was acknowledged before me this 19th day of May, 2010, by BETTY L. TOMER and THOMAS T. TOMER, as incorporators, who are personally known to me or who have produced a Florida driver's license, as identification and who did not take an oath.

(SEAL)

[Signature]
(Signature of person taking acknowledgment)
William H. McAnnally, IV
(Printed Name of officer taking acknowledgment)
NOTARY PUBLIC
(Title or rank)
DD738513



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to applicable Florida Statutes, the following is
submitted:

That RUTH'S STEAKHOUSE, INC., desiring to organize under
the laws of the State of Florida, with its Registered Office as
indicated in the ARTICLES OF INCORPORATION, at 7409 Hwy. 301 South,
Suite 300, Riverview, FL 33578, has named BETTY L. TOMER, as its
Registered Agent.

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated
corporation as designated in this Certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of
said Act relative to keeping open said office.

Betty L. Tomer

BETTY L. TOMER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 MAY 24 P 12:54

FILED