

P95000003626

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # NONE GIVEN

CLIENT REP: SHARON ZIEGLER

ARTICLES OF INCORPORATION FILING
CARRABBA'S ITALIAN GRILL, INC.

INVOICE # CARRAB
1/13/95
CUSTOMER # OUTB01

400001880634
-01/13/95--01079--011
****122.50 ****122.50

FILED
95 JAN 13 PM 12:29 95 JAN 13 PM 12:18
SECRETARY OF STATE/CLERK OF COURT
TALLAHASSEE, FLORIDA

JAN 13 1995 BSB

ARTICLES OF INCORPORATION
OF
CARRABBA'S ITALIAN GRILL, INC.

FILED
95 JAN 13 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME AND DURATION

The name of the Corporation is "CARRABBA'S ITALIAN GRILL, INC." The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 550 North Reo Street, Suite 204, Tampa, Florida 33609.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 550 North Reo Street, Suite 204, Tampa, Florida 33609. The name of the registered agent at such address is Joseph J. Kadow.

ARTICLE IV

CORPORATE PURPOSES, POWERS, AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

CAPITAL STOCK

1. Number and Class of Shares Authorized. The beneficial interests in the Corporation shall be divided into shares, consisting of 10,000,000 common shares ("Common Stock"), and 2,000,000 preferred shares ("Preferred Stock") (Common Stock and Preferred Stock are collectively referred to herein as "Shares"). All Shares shall be fully paid and nonassessable when issued. Shares may be issued for such consideration as the Board of Directors determine or, if issued as a result of a stock dividend or stock split, without any consideration.

2. Common Stock.

(a) *Common Stock Subject to Terms of Preferred Stock.* The Common Stock shall be subject to the express terms of any series of Preferred Stock.

(b) *Description.* Common Stock shall have a par value of \$.01 per share and shall entitle the holders to one (1) vote per share on all matters upon which shareholders are entitled to vote, and shares of a particular class of issued Common Stock shall have equal dividend, distribution, liquidation, and other rights, and shall have no preference, cumulative, preemptive, appraisal, conversion or exchange rights. The Board of Directors may classify or reclassify any unissued Common Stock by setting or changing the number, designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of any such Common Stock and, in such event, the Corporation shall file for record with the Department of State of the State of Florida articles of amendment in substance and form prescribed by Section 607.1006, *Florida Statutes*.

(c) *Dividend Rights.* The holders of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors of the Corporation out of funds legally available therefor.

(d) *Rights Upon Liquidation.* In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the creditors and holders of shares of Preferred Stock issued and outstanding, if any, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock, or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of Shares of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this Paragraph.

(e) *Voting Rights.* Except as may be provided in these Articles of Incorporation, and subject to the express terms of any series of Preferred Stock, the holders of Common Stock shall have the exclusive right to vote on all matters (as to which a common shareholder shall be entitled to vote pursuant to applicable law) at all meetings of the shareholders of the Corporation, and shall be entitled to one (1) vote for each share of Common Stock entitled to vote at such meeting.

3. ***Preferred Stock.*** The directors are hereby expressly granted the authority to authorize from time to time the issuance of one or more series of Preferred Stock. Prior to the issuance of each such series, the Board of Directors, by resolution, shall fix the number of shares to be included in each series, and the terms, rights, restrictions, and qualifications of the shares of each series, and shall deliver to the Department of State of the State of Florida for filing articles of amendment, in substance and form prescribed by Section 607.1006, *Florida Statutes*, which articles of amendment shall be effective without shareholder action as prescribed by Sections 607.0602, *Florida Statutes*. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) The designation of the series, which may be by distinguishing number, letter, or title.
- (b) The dividend rate on the shares of the series, if any, whether any dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of the series.
- (c) The redemption rights, including conditions, and the price or prices, if any, for shares of a series.
- (d) The terms and amounts of any sinking fund for the purchase or redemption of shares of the series.
- (e) The rights of the shares of the series in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, and the relative rights of priority, if any, of payment of shares of the series.
- (f) Whether the shares of the series shall be convertible into shares of any other class or series, or any other security, of the Corporation or any other corporation or other entity, and, if so, the specification of such other class or series of such other security, the conversion price or prices or rate or rates, any adjustments thereof, the date or dates on which such shares shall be convertible, and all other terms and conditions upon which such conversion may be made.
- (g) The restrictions on the issuance of shares of the same series or of any other class or series.
- (h) The voting rights, if any, of the holders of shares of the series.
- (i) Any other relative rights, preferences, and limitations on that series.

Subject to the express provisions of any other series of preferred shares then outstanding and notwithstanding any other provision of these Articles of Incorporation, the Board of Directors may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares, or alter the designation or classify or reclassify any unissued shares of a particular series of Preferred Stock, by fixing or altering in one or more respects, from time to time before issuing the shares, the terms, rights, restrictions, and qualifications of the shares of any such series of Preferred Stock.

4. **General Nature of Shares.** All Shares shall be personal property entitling shareholders only to those rights provided in these Articles of Incorporation, the *Florida Statutes*, or in the resolution creating any class or series of Shares. The legal ownership of the Corporation's property and the right

to conduct the business of the Corporation are vested exclusively in the Board of Directors; the shareholders shall have no interest therein other than the beneficial interest in the Corporation conferred by their Shares and shall have no right to compel any participation, division, dividend, or distribution of the Corporation or any of the Corporation's property. Holders of Shares shall not have any preemptive or other right to purchase or subscribe for any class of securities of the Corporation which the Corporation may at any time issue or sell.

5. Issuance of Rights to Purchase Securities and Other Property. Subject to the rights of the holders of any series of Preferred Stock, the Board of Directors is hereby authorized to create and authorize and direct the issuance (on either a *pro rata* or non *pro rata* basis) by the Corporation of rights, options, or warrants for the purchase of Shares of the Corporation, and other securities of the Corporation, or shares or other securities of any successor, at such times, in such amounts, to such persons, for such consideration (if any), with such form and content (including without limitation the consideration for which any equity securities of the Corporation, other securities of the Corporation, or shares or other securities of any successor are to be issued) and upon such terms and conditions as it may, from time to time, determine, subject only to the restrictions, limitations, conditions, and requirements imposed by the *Florida Statutes*, other applicable laws, and these Articles of Incorporation. Without limiting the generality of the foregoing, the authority granted hereby includes the authority to adopt a "rights plan" or similar plan that treats shareholders in a discriminatory or non *pro rata* manner, based upon the number of shares owned thereby or otherwise.

ARTICLE VI

INCORPORATOR

The name and mailing address of the incorporator of this Corporation is Joseph J. Kadow, 550 North Reo Street, Suite 204, Tampa, Florida 33609.

ARTICLE VII

BOARD OF DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
CHRIS T. SULLIVAN	550 North Reo Street, Suite 204 Tampa, Florida 33609

<u>Name</u>	<u>Address</u>
ROBERT D. BASHAM	550 North Reo Street, Suite 204 Tampa, Florida 33609
J. TIMOTHY GANNON	550 North Reo Street, Suite 204 Tampa, Florida 33609
ROBERT S. MERRITT	550 North Reo Street, Suite 204 Tampa, Florida 33609
CARL SAHLSTEN	550 North Reo Street, Suite 204 Tampa, Florida 33609

Directors may be removed with or without cause.

ARTICLE VIII

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless each incorporator, officer, director, employee, and agent, and any former incorporator, officer, director, employee, and agent from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said incorporators, directors, officers, employees, and agents in their capacities as such except for willful misconduct or gross negligence.

ARTICLE XI

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation.

provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII

HEADINGS AND CAPTIONS

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and I have accordingly hereunto set my hand and seal.


DATED at Tampa, Hillsborough County, Florida, this 12th day of January, 1995.



JOSEPH J. KADOW

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 12th day of January, 1995, by JOSEPH J. KADOW on behalf of the Corporation. He is personally known to me and did take an oath.



(Notary Signature)



GLENN MARIE BYRD
Notary Public, State of Florida
My Comm. Exp. Feb. 08, 1998
Comm. No. CC 342836

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following complies with said statute:

FILED
95 JAN 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That CARRABBA'S ITALIAN GRILL, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named JOSEPH J. KADOW located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with Section 607.0501-.0505, *Florida Statutes*.



JOSEPH J. KADOW

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 224-1222

P95000003626

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Carrabba's Italian
Grill, Inc.

C.C. # _____ DISBURSED
 Capital Connection, Inc.
 Art. of Inc. File _____
 Corp. Record _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) 10
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- 600001551-165
 Fictitious Name File 03/01/95--01100--016
 *****595.00 *****595.00

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
☒ Document Filing Merger
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____ pgs. _____

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....
 \$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME SKZ CK No. _____

BY _____

WALK-IN 17-27 4:00
 Will Pick Up _____

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

P95000003626

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

OUTBACK/CARRABBA, INC., a Florida corporation, P93000014990

INTO

CARRABBA'S ITALIAN GRILL, INC., a Florida corporation, P95000003626

File date: July 27, 1995

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
OUTBACK/CARRABBA, INC.
A FLORIDA CORPORATION
INTO
CARRABBA'S ITALIAN GRILL, INC.
A FLORIDA CORPORATION

FILED
95 JUL 27 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will continue to be "CARRABBA'S ITALIAN GRILL, INC."

ADOPTION OF AGREEMENT

The Plan of Merger was adopted on June 30, 1995, by the Board of Directors of OUTBACK STEAKHOUSE, INC., a Delaware corporation ("OSI"), the sole shareholder and parent corporation of OUTBACK/CARRABBA, INC., a Florida corporation, and also the sole shareholder and parent corporation of CARRABBA'S ITALIAN GRILL, INC.

PLAN OF MERGER

The plan of merger is as set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.

EFFECTIVE DATE

The merger of the undersigned corporations will become effective as of the date of filing of these Articles of Merger with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 24th day of July, 1995.

ATTEST:

By:

Joseph J. Kadow, Secretary
Title: Secretary

OUTBACK/CARRABBA, INC.
a Florida corporation

By:

Robert D. Basham, President
Title: President

Attest:

By:

Joseph J. Kadow
Title: Secretary

CARRABBA'S ITALIAN GRILL, INC.
a Florida corporation

By:

Robert D. Basham
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of June 30, 1995, is entered into by and among OUTBACK/CARRABBA, INC., a Florida corporation ("OCI"); CARRABBA'S ITALIAN GRILL, INC., a Florida corporation ("CIGI"); and OUTBACK STEAKHOUSE, INC., a Delaware corporation (the "Company").

WITNESSETH:

WHEREAS, OCI and CIGI are wholly owned subsidiaries of the Company; and

WHEREAS, the Board of Directors of the Company deem it advisable for the benefit of the respective corporations and shareholders, that OCI be merged into CIGI, with CIGI as the surviving corporation (in its capacity as surviving corporation, CIGI is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of Sections 607.1101-607.1107 of the Florida Business Corporation Act (the "Florida Act"); and

WHEREAS, there are no other shareholders of OCI or CIGI, and therefore no other persons who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote for or dissent from the merger;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are OUTBACK/CARRABBA, INC., a Florida corporation ("OCI") and CARRABBA'S ITALIAN GRILL, INC. ("CIGI"). In accordance with the provisions of the Florida Act at the Effective Date (as hereinafter defined), OCI shall be merged into CIGI, and CIGI shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. The corporate existence and identity of CIGI, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of OCI with all its purposes, powers, franchises, privileges, rights and immunities at the Effective Date shall be merged with and into that of CIGI, and CIGI as the Surviving Corporation shall be vested fully therewith, and the separate corporate existence and identity of OCI shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (hereinbefore and hereinafter called the "Effective Date") upon the filing of the Articles of Merger with the Secretary of State of the State of Florida and such Effective Date shall be indicated on certificates of merger issued by the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

(a) The Certificate of Incorporation of CIGI, as in effect on the Effective Date, shall continue in full force and effect and shall be the Certificate of Incorporation of the Surviving Corporation.

(b) The Bylaws of CIGI, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

(c) The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for CIGI as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the capital stock of OCI into Company Common Stock shall be as follows:

(a) Each OCI common share which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be cancelled.

(b) The CIGI Capital Stock outstanding immediately prior to the Effective Date shall be unaffected by the merger.

(c) The stock transfer books of OCI shall be closed as of the close of business on the Effective Date and no transfer of record of any of its capital stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

(a) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of CIGI and OCI and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to OCI shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

(c) At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of OCI and any claim existing or action or proceeding pending by or against OCI or CIGI may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of OCI or CIGI shall be impaired by the merger.

7. Consent of Shareholders. No consent of shareholders is required pursuant to the provisions of Section 607.1104, *Florida Statutes*, which provides that a parent corporation may merge a subsidiary into and with another subsidiary without the approval of the shareholders of the parent or subsidiary.

8. Dissenting Shareholders. There are no other shareholders of OCI or CIGI, and therefore no other persons who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote for or dissent from the merger.

19. Copies. A copy of this Agreement shall be on file at the principal place of business of the Surviving Corporation located at 5500 West Kennedy Boulevard, Suite 560, Tampa, Florida 33609.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of the day and year first above written.

"OCI"

ATTEST:

OUTBACK/CARRABBA, INC.
a Florida corporation

By: 

Joseph J. Kadow
Title: Secretary

By: 

Robert D. Basham
Title: President



STATE OF FLORIDA)

) SS.

COUNTY OF HILLSBOROUGH)

On this 24th day of July, 1995, before me, personally came Robert D. Basham, President of OUTBACK/CARRABBA, INC., who being duly sworn, did depose and say that he is the President of OUTBACK/CARRABBA, INC., the corporation described in and which executed the foregoing instrument as its free act and deed, and he signs his name by order of the Board of Directors of said corporation.

(NOTARY SEAL)


(Notary Signature)
NOTARY PUBLIC
Commission No.
 GLENIE MARIE HYATT
Notary Public, State of Florida
My Comm. Exp. Feb. 08, 1998
Comm. No. CG 342838

"CIGI"

Attest:

CARRABBA'S ITALIAN GRILL, INC.
a Florida corporation

By: 

Joseph J. Kadow
Title: Secretary

By: 

Robert D. Basham
Title: Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

On this 24th day of July, 1995, before me, personally came Robert D. Basham, Vice President of CARRABBA'S ITALIAN GRILL, INC., who being duly sworn, did depose and say that he is the Vice President of CARRABBA'S ITALIAN GRILL, INC., the corporation described in and which executed the foregoing instrument as its free act and deed, and he signs his name by order of the Board of Directors of said corporation.

(NOTARY SEAL)

(Notary Signature)

NOTARY PUBLIC

Commission No.



GLENIE MARIE EYED
Notary Public, State of Florida
My Comm. Exp. Feb. 08, 1998
Comm. No. CC 342836

"Company"

ATTEST:

OUTBACK STEAKHOUSE, INC.
a Delaware corporation

By:

Joseph J. Kadow
Title: Secretary

By:

Robert D. Basham
Title: President

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

On this 24th day of July, 1995, before me, personally came Robert D. Basham, President of OUTBACK STEAKHOUSE, INC., who being duly sworn, did depose and say that he is the President of OUTBACK STEAKHOUSE, INC., the corporation described in and which executed the foregoing instrument as its free act and deed, and he signs his name by order of the Board of Directors of said corporation.

(NOTARY SEAL)

(Notary Signature)

NOTARY PUBLIC

Commission No.



GLENIE MARIE EYED
Notary Public, State of Florida
My Comm. Exp. Feb. 08, 1998
Comm. No. CC 342836