

P95000003626



ACCOUNT NO. : 072100000032

REFERENCE : 174380 84041A

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pizit

FILED
01 JUN -5 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 5, 2001

ORDER TIME : 2:51 PM

ORDER NO. : 174380-005

CUSTOMER NO: 84041A

CUSTOMER: Ms. Carrie Chadbourne
Outback Steakhouse Of Florida,
5th Floor
2202 North Westshore Blvd.
Tampa, FL 33607

RECORDED
01 JUN -5 PM 4:06
DIVISION OF CORPORATION

ARTICLES OF MERGER

CARROLINA RESTAURANT
ASSOCIATES, INC.

INTO

400004342574--9

CARRABBA'S ITALIAN GRILL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

Q. COULLETTE JUN 6 2001

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CARROLINA RESTAURANT ASSOCIATES, INC., a North Carolina corporation
not qualified

INTO

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

File date: June 5, 2001

Corporate Specialist: Cheryl Coulliette

FILED
01 JUN -5 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER ("Articles of Merger"), dated as of April 1, 2001, is entered into by and among CARROLINA RESTAURANT ASSOCIATES, INC., a North Carolina corporation ("JVP CORP."); OUTBACK STEAKHOUSE, INC., a Delaware corporation ("OSI"); and CARRABBA'S ITALIAN GRILL, INC., a Florida corporation ("Carrabba's").

WITNESSETH:

WHEREAS, JVP CORP. is a corporation duly organized and validly existing under the laws of the State of North Carolina, and the authorized and outstanding capital stock of JVP CORP. is as follows:

<u>Corporation</u>	<u>Authorized Capital Stock</u>	<u>Shares Issued And Outstanding</u>
Carrolina Restaurant Associates, Inc.	100,000 Common Shares	100 Common Shares

WHEREAS, OSI is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, OSI is authorized to issue 2,000,000 shares of Preferred Stock, par value \$.01, none of which are outstanding and 200,000,000 shares of Common Stock, \$.01 par value (the "OSI Common Stock"), of which approximately 76,712,574 shares of OSI Common Stock are issued and outstanding as of March 1, 2001; and

WHEREAS, Carrabba's is a wholly owned subsidiary of OSI; and

WHEREAS, the respective Boards of Directors of each of JVP CORP., Carrabba's and OSI deem it advisable, for the benefit of their respective corporations and shareholders, that JVP CORP. be merged into Carrabba's, with Carrabba's as the surviving corporation (in its capacity as surviving corporation, Carrabba's 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 pursuant to the provisions of Section 55-11-05 of the North Carolina Business Corporation Act ("North Carolina Law"), and have approved these Articles of Merger; and

WHEREAS, the Board of Directors of JVP CORP. has directed that these Articles of Merger be submitted to its voting shareholder for approval and adoption and the voting shareholder of JVP CORP. has approved and adopted these Articles of Merger in accordance with North Carolina Law and the corporate governance documents of JVP CORP. by unanimous written consent effective as of April 1, 2001; and

WHEREAS, OSI, as the sole shareholder of Carrabba's, has unanimously approved and adopted these Articles of Merger effective as of April 1, 2001; and

WHEREAS, the Agreement and Plan of Reorganization (the "Reorganization Agreement"), which Carrabba's, OSI and JVP CORP. have entered, contemplates the execution and delivery of these Articles of 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 that propose to merge are CARROLINA RESTAURANT ASSOCIATES, INC., a North Carolina corporation ("JVP CORP."), and CARRABBA'S ITALIAN GRILL, INC., a Florida corporation ("Carrabba's"). In accordance with the provisions of the Florida Act and North Carolina Law at the Effective Date (as hereinafter defined), JVP CORP. shall be merged into Carrabba's, and Carrabba's shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida. The plan of merger set forth in these Articles of Merger was duly authorized by each of Carrabba's and JVP CORP., respectively, by all action required by the laws under which it was incorporated or organized and by its constituent documents.

2. **Continuation of Corporate Existence.** The corporate existence and identity of Carrabba's, 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 JVP CORP. with all its purposes, powers, franchises, privileges, rights and immunities at the Effective Date shall be merged with and into that of Carrabba's, and Carrabba's as the Surviving Corporation shall be vested fully therewith, and the separate corporate existence and identity of JVP CORP. 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 later of (i) filing of these Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of North Carolina; or (ii) April 1, 2001. Such Effective Date shall be indicated on Certificates of Merger issued by the Secretary of State of the State of Florida and by the Secretary of State of the State of North Carolina pursuant to the Florida Act and North Carolina Law.

4. **Corporate Governance.**

- (a) The Certificate of Incorporation of Carrabba's, 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 Carrabba's, 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 Carrabba's as of the Effective Date.

5. **Conversion of Shares.** The manner and basis of converting the capital stock of JVP CORP. into OSI Common Stock, subject to Section 5(d) below with respect to fractional shares, shall be as follows:

- (a) Each share of JVP CORP. common stock that 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 converted into and exchanged for 539.64 shares of OSI Common Stock.

- (b) The Carrabba's Capital Stock outstanding immediately prior to the Effective Date shall be unaffected by the merger.
- (c) The stock transfer books of JVP CORP. 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.
- (d) No fractional shares of OSI Common Stock and no certificates or scrip therefor shall be issued. Instead one whole share of OSI Common Stock shall be issued to each holder of shares of common stock of the merging corporations whose fractional share interest is .5 or more of one whole share; each fraction of less than .5 of one whole share shall be disregarded.
- (e) Notwithstanding the foregoing, the OSI shall not be required to issue or distribute more than Fifty-three Thousand Nine Hundred Sixty-four (53,964) shares of OSI Common Stock pursuant to the merger, less any shares reserved for dissenters' rights, as described in Article 1 of the Reorganization Agreement.
- (f) All of the shares of OSI Common Stock, when delivered pursuant to the provisions of these Articles of Merger, shall be validly issued, fully paid and nonassessable.
- (g) At the Effective Date, each holder of certificates representing shares of the common stock of JVP CORP. shall thereupon cease to have any rights with respect to such shares and shall be deemed to be a shareholder of OSI to the extent of the number of shares of OSI Common Stock to which such shareholder shall be entitled in accordance with these Articles of Merger; and shall surrender certificates representing shares of the common stock of JVP CORP. to the OSI, whereupon such holder shall receive a certificate or certificates for the number of shares of OSI Common Stock to which such holder is entitled hereunder.

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 Carrabba's, and JVP CORP. and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other chooses in action and every other interest of or belonging or due to JVP CORP. 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 JVP CORP. and any claim existing or action or proceeding pending by or against JVP CORP. or Carrabba's 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 JVP CORP. or Carrabba's shall be impaired by the merger.

7. **Consent of Shareholders.** These Articles of Merger have been adopted by the shareholders of JVP CORP. in accordance with North Carolina Law and its corporate governance documents by unanimous written consent effective as of April 1, 2001. These Articles of Merger have been adopted by the written consent of the sole shareholder of Carrabba's dated as of April 1, 2001, pursuant to the Florida Act.

8. **Dissenting Shareholders.** If any shareholder of JVP CORP. files a written objection to these Articles of Merger before a vote of the shareholders is taken hereon and complies with the further provisions of the Florida Act or North Carolina Law, as applicable, such shareholder may be paid the fair value of such shareholder's shares. If any shareholder of JVP CORP. lawfully elects, pursuant to the Florida Act or North Carolina Law, as applicable, to exercise or pursue such shareholder's right to dissent from any of the corporate actions referred to in these Articles of Merger with respect to the shares of common stock of JVP CORP. owned by such shareholder (the "Dissenting Shares"), such shareholder shall be entitled to exercise only those rights available to such shareholder as set forth in the Florida Act or North Carolina Law, as applicable, and, in that event, only in the manner set forth therein. During the period in which any such shareholder shall be exercising or pursuing any of such shareholder's rights of dissent as specified in the Florida Act or North Carolina Law, as applicable, such shareholder shall have no other rights pursuant to or arising from these Articles of Merger.

9. **Reorganization Agreement.** These Articles of Merger are intended to supplement the Reorganization Agreement and are not intended to conflict with or supersede that agreement and, in the event of any conflict, the provisions of the Reorganization Agreement shall control.

10. **Copies.** A copy of these Articles of Merger shall be on file at the principal place of business of the Surviving Corporation located at 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607. A copy of these Articles of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party hereto.


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

"OSP"

Attest:

OUTBACK STEAKHOUSE, INC.
a Delaware corporation

By:


JOSEPH J. KADOW, Secretary
Robert S. Merritt, Asst. Secretary

By:


ROBERT D. BASHAM, President


STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

Robert S. Merritt On this 4th day of June, 2001, before me, personally came ROBERT D. BASHAM and JOSEPH J. KADOW, President and Secretary, respectively, of OUTBACK STEAKHOUSE, INC., a Delaware corporation, who are personally known to me, and each being first duly sworn, did depose and say that they executed the foregoing on behalf of said corporation by order of the Board of Directors of said corporation.

(NOTARY SEAL)

Carrie Chadbourne
Notary Public, State of Florida
MY COMMISSION # CC674500 EXPIRES
August 24, 2001
BONDED THRU OLD REPUBLIC INSURANCE CO.

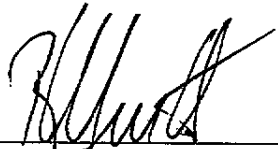

(Notary Signature)

Commission No. CC674500

"Carrabba's"

Attest:

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

By: 
~~JOSEPH J. KADOW, Secretary~~
Robert S. Merritt, Asst. Secretary

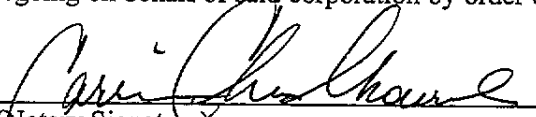
By: 
ROBERT D. BASHAM, Chief Operating
Officer

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

Robert S. Merritt On this 4th day of June, 2001, before me, personally came ROBERT D. BASHAM and JOSEPH J. KADOW, Chief Operating Officer and Secretary, respectively, of CARRABBA'S ITALIAN GRILL, INC., a Florida corporation, who are personally known to me, and each being first duly sworn, did depose and say that they executed the foregoing on behalf of said corporation by order of the Board of Directors of said corporation.

(NOTARY SEAL) Carrie Chadbourne
Notary Public, State of Florida
MY COMMISSION # CC674500 EXPIRES
August 24, 2001
BONDED THRU OLD REPUBLIC INSURANCE CO.


(Notary Signature)

Commission No. CC674500

"JVP CORP."

Attest:

CAROLINA RESTAURANT ASSOCIATES,
INC., a North Carolina corporation

By: _____
WILLIAM J. KADOW, Secretary

By: _____
WILLIAM J. KADOW, President

STATE OF Georgia)

COUNTY OF Forsyth)

On this 31 day of May, 2001, before me, personally came WILLIAM J. KADOW, President and Secretary, respectively, of CAROLINA RESTAURANT ASSOCIATES, INC., a North Carolina corporation, who is personally known to me, and being first duly sworn, did depose and say the foregoing was executed on behalf of said corporation by order of the Board of Directors of said corporation.

(NOTARY SEAL)

NOTARY PUBLIC

(Notary Signature)

MY COMMISSION EXPIRES
Commission No. AUGUST 10, 2001

"KADOW"

WILLIAM J. KADOW, individually

Georgia
STATE OF ~~NORTH CAROLINA~~)

COUNTY OF Forsyth)

On this 31 day of May, 2001, before me, personally came WILLIAM J. KADOW, who is personally known to me, and being first duly sworn, did depose that he executed the foregoing.

(NOTARY SEAL)

NOTARY PUBLIC

(Notary Signature)

MY COMMISSION EXPIRES
Commission No. AUGUST 10, 2001