P96000011880 ARTICLES OF MERGER

Merger Sheet

MERGING:

RCSH 1, INC.
RUTH'S CHRIS STEAK HOUSE #2, INC.
RUTH'S CHRIS STEAK HOUSE #3, INC.
RUTH'S CHRIS STEAK HOUSE #6, INC.

RUTH'S CHRIS STEAK HOUSE #7, INC. RUTH'S CHRIS STEAK HOUSE #9, INC. RUTH'S CHRIS STEAK HOUSE #13, INC. RUTH'S CHRIS STEAK HOUSE #16, INC.

RUTH'S CHRIS STEAK HOUSE #27, INC. RUTH'S CHRIS STEAK HOUSE #29, INC. RUTH'S CHRIS STEAK HOUSE #38, INC.

RUTH'S CHRIS STEAK HOUSE #39, INC. RUTH'S CHRIS STEAK HOUSE OF NORTH CAROLINA, INC.

500003674775--1

INTO

Feb. 8, 2001 RCSH OPERATIONS, LLC. MODOOD 2728