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PREFERRED
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 075274 100198A

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 075274

CUSTOMER NO: 100198A

700001989747

CUSTOMER: Mitchell Fogel, Esq
MITCHELL FOGEL, ESQ

Suite 105
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: FORUM STEAKHOUSE OF FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED STATE
DEPARTMENT OF REVENUES
96 SEP -5 PM 1:03

96 SEP -5 AM 10:15
DIVISION OF CORPORATIONS
[Signature]

FILED
STATE
CORPORATIONS
56 SEP -5 PM 1:08

**ARTICLES OF INCORPORATION
OF
FORUM STEAKHOUSE OF FLORIDA, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be FORUM STEAKHOUSE OF FLORIDA, INC.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 6503 N. Military Trail, No. 1011, Boca Raton, Florida 33496.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be One Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 6503 N. Military Trail, No. 1011, Boca Raton, Florida 33496. The name of the initial registered agent at that address is Larry Brodsky.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of two (2) members, the names and addresses of whom are:

NAME

ADDRESS

Larry Brodsky	6503 N. Military Trail, No. 1011, Boca Raton, Florida 33496
Milton Brodsky	6503 N. Military Trail, No. 1011, Boca Raton, Florida 33496

FILED
CLERK OF STATE
CIVIL DIVISION
93 SEP -5 PM 1:00

ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE IX: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Larry Brodsky

6503 N. Military Trail, No. 1011

Boca Raton, Florida 33496

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 3 day of September, 1996.

Larry Brodsky
Larry Brodsky

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.

Larry Brodsky
Larry Brodsky

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