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FLORIDA DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS

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: HMS STEAKHOUSE OF CLEARWATER, INC.

AUDIT NUMBER.....H96000015084

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**ARTICLES OF INCORPORATION**  
**OF**  
**HMS STEAKHOUSE OF CLEARWATER, INC.**

**ARTICLE I - Name and Address**

The name of this corporation is HMS STEAKHOUSE OF CLEARWATER, INC. The mailing address of the corporation is: 4744 N. Dale Mabry, Tampa, Florida 33614. The address of the corporation's principal office is: 18409 U.S. Highway 19, North, Clearwater, Florida 34624.

**ARTICLE II - Duration**

This corporation shall have perpetual existence.

**ARTICLE III - Capital Stock**

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value shall be One Cent (\$0.01).

**ARTICLE IV - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 911 Chestnut Street, Clearwater, Florida 34616; and the name of the initial registered agent of this corporation at that address is Timothy A. Johnson, Jr.

**ARTICLE V - Incorporator**

The name and address of the person signing these Articles are:

Name

Address

Timothy A. Johnson, Jr.

911 Chestnut Street  
Clearwater, FL 34616

Timothy A. Johnson, Jr., Esq.  
Johnson, Blakely, Pope, Bokor, Ruppel  
& Burns, P.A.  
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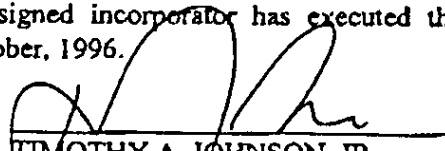
**ARTICLE VI - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE VII - Amendment**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of October, 1996.

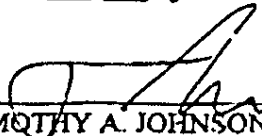
  
TIMOTHY A. JOHNSON, JR.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, IMMS STEAKHOUSE OF CLEARWATER, INC., desiring to organize under the laws of the State of Florida, hereby designates TIMOTHY A. JOHNSON, JR., located at 911 Chestnut Street, Clearwater, Florida 34616, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
TIMOTHY A. JOHNSON, JR.

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