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February 2, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002790373-8

03/01/99-01081-020

Attn: Dana Calloway

***122.50 ***78.75

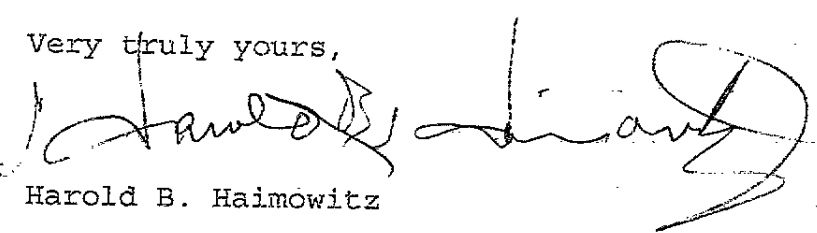
RE: Bloomin Expression, Inc.

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for Bloomin Expression, Inc., along with my check number 1517 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,


Harold B. Haimowitz

Enclosure

FILED
99 MAR -1 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA
MAR 5 1999
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**ARTICLES OF INCORPORATION
OF
BLOOMIN EXPRESSION, INC.**

FILED
99 MAR -1 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be BLOOMIN EXPRESSION, INC., and its principal office shall be located at 4273 N.W. 66th Place, Boca Raton, FL 33496.

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the retail sales of home furnishings and the like.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

*Christine Jarjura
4273 N.W. 66th Place
Boca Raton, FL 33496*

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

Christine Jarjura
4273 N.W. 66th Place
Boca Raton, FL 33496

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is *Christine Jarjura*, and her address is 4273 N.W. 66th Place, Boca Raton, FL 33496.

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

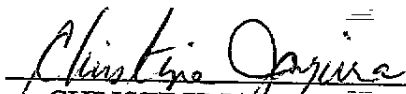
**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

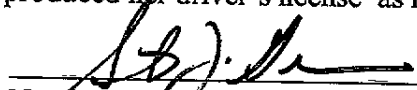
This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 25, 1999.


CHRISTINE JARJURA, Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me on February 25, 1999, by Christine Jarjura, as Incorporator who is personally known to me or has produced her driver's license as identification and did take an oath.


Notary Public for the State of Florida



Steven J. Garcia
MY COMMISSION # CC516518 EXPIRES
December 6, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BLOOMIN EXPRESSION, INC., a Corporation existing under the laws of the State of Florida with its principal office at 4273 N.W. 66th Place, Boca Raton, FL 33496, has named CHRISTINE JARJURA, whose address is 4273 N.W. 66th Place, Boca Raton, FL 33496, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


CHRISTINE JARJURA

FILED
99 MAR - 1 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA