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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(954) 462-0500

August 30, 1999

VIA UPS NEXT DAY AIR
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002975117--2

-08/31/99-01075-002

*****70.00 *****70.00

Re: Articles of Incorporation/HMS Steakhouse of Boca, Inc.

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State's Division of Corporations are the Articles of Incorporation for HMS Steakhouse of Boca, Inc. Also enclosed is our firm check in the amount of \$70.00 to cover the cost of the filing fee.

If you have any questions regarding this matter, please call me at (813) 222-5069. Thank you for your attention to this matter.

Sincerely,

Lawrence J. Bailin
Lawrence J. Bailin

LJB:mr
Enclosures

PH 9/7/99 ✓

ARTICLES OF INCORPORATION OF

HMS STEAKHOUSE OF BOCA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is: HMS Steakhouse of Boca, Inc.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is: 4744 North Dale Mabry Highway, Tampa, Florida 33614.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one

(1). The name and address of the initial directors of this corporation are HAROLD SELTZER, 4744 North Dale Mabry Highway, Tampa, Florida 33614, and MICHAEL SELTZER, 6705 Cote de Liesse, St. Laurent, Quebec, Canada H4T 1E5.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE NINE - AMENDMENT

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

ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation as of the 30th day of August, 1999.

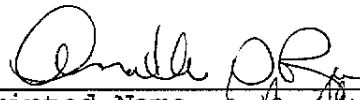


Lawrence J. Bailin, as
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th
day of August, 1999, by LAWRENCE J. BAILIN, who is personally
known to me.

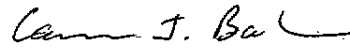

Printed Name: Annette S. Ryan
Notary Public
Serial Number (if any): _____

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties and am familiar with and
accept the obligations of Section 607.0505, Florida Statutes.


Lawrence J. Bailin, as
Registered Agent

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TALLAHASSEE, FLORIDA