

**CERTIFICATE OF INCORPORATION  
OF  
OUTBACK STEAKHOUSE, INC.**

**FIRST:** The name of the Corporation is Outback Steakhouse, Inc.

**SECOND:** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty-Two Million (22,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock, \$.01 par value (the "Common Stock"), and Two Million (2,000,000) shares of Preferred Stock, \$.01 par value (the "Preferred Stock").

The Preferred Stock and the Common Stock shall have the preferences, qualifications, limitations, restrictions and rights set forth below:

**A. Preferred Stock**

1. Authority of the Board of Directors to Create Series. The Board of Directors of the Corporation is hereby expressly granted authority, to the full extent now or hereafter permitted herein and by the laws of the State of Delaware, at any time or from time to time, by resolution or resolutions, to create one or more series of Preferred Stock, to fix the authorized number of shares of any series (which number of shares may vary as between series and be changed from time to time by like action), and to fix the designations and powers, preferences and rights, and qualifications, limitations or restrictions of such series, including but not limited to, the following:

(i) the designation of such series, which may be by distinguishing number, letter or title;

(ii) the rate or rates at which shares of such series shall be entitled to receive dividends; the periods in respect of which dividends are payable; the

conditions upon, and times of payment of, such dividends; the relationship and preference, if any, of such dividends to dividends payable on any other class or classes or any other series of stock; whether such dividends shall be cumulative and, if cumulative, the date or dates from which such dividends shall accumulate; and the other terms and conditions applicable to dividends upon shares of such series;

(iii) the rights of the holders of the shares of such series in case the Corporation is liquidated, dissolved or wound up (which may vary depending upon the time, manner or voluntary or involuntary nature or other circumstances of such liquidation, dissolution or winding up) and the relationship and preference, if any, of such rights to rights of holders of shares of stock of any other class or classes or any other series of stock;

(iv) the right, if any, of the Corporation to redeem shares of such series at its option, including any limitation on such right, and the amount or amounts to be payable in respect of the shares of such series in case of such redemption (which may vary depending on the time, manner or other circumstances of such redemption), and the manner, effect and other terms and conditions of any such redemption;

(v) the obligation, if any, of the Corporation to purchase, redeem or retire shares of such series and/or to maintain a fund for such purpose, and the amount or amounts to be payable from time to time for such purpose or into such fund, or the number of shares to be purchased, redeemed or retired, the per share purchase price or prices, and the other terms and conditions of any such obligation or obligations;

(vi) the voting rights, if any, which, if granted, may be full, special or limited, to be given the shares of such series, including, without limiting the generality of the foregoing, the right, if any, as a series or in conjunction with other series or classes, to elect one or more members of the Board of Directors either generally or at certain times or under certain circumstances, and restrictions, if any, on particular corporate acts without a specified vote or consent of holders of such shares (such as, among others,

restrictions on modifying the terms of such series or of the Preferred Stock, the permissible terms of other series or the permissible variations between series of the Preferred Stock, authorizing or issuing additional shares of the Preferred Stock, creating debt, or creating any class of stock ranking prior to or on a parity with the Preferred Stock or any series thereof as to dividends or assets remaining for distribution to the stockholders in the event of the liquidation, dissolution, or winding up of the Corporation);

(vii) the right, if any, to exchange or convert the shares into shares of any other series of the Preferred Stock or into shares of any other class of stock of the Corporation or the securities of any other Corporation, and the rate or basis, time, manner, terms and conditions of exchange or conversion or the method by which the same shall be determined; and

(viii) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The Board of Directors shall fix the terms of each such series by resolution or resolutions adopted at any time prior to the issuance of the shares thereof, and the terms of each such series may, subject only to restrictions, if any, imposed by this Certificate of Incorporation or by applicable law, vary from the terms of other series to the extent determined by the Board of Directors from time to time and provided in the resolution or resolutions fixing the terms of the respective series of the Preferred Stock.

2. Status of Certain Shares. Shares of any series of the Preferred Stock, whether provided for herein or by resolution or resolutions of the Board of Directors which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes, or which have been purchased or otherwise acquired by the Corporation, shall have the status of authorized and unissued shares of the Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of the Preferred Stock to be created by resolution or resolutions of the Board of

Directors or as part of any other series of the Preferred Stock, all subject to the conditions or restrictions on issuance set forth herein or in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of the Preferred Stock.

5. Common Stock. The shares of Common Stock shall be subject to the preferences, rights and privileges of the Preferred Stock. Each share of Common Stock shall be of equal rank and shall be identical to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock upon all matters presented to the stockholders. The holders of Common Stock shall be entitled to receive, and shall share equally share for share, when, as and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends or distributions payable in cash, in property or in securities of the Corporation. Holders of Common Stock shall not be entitled on account of holding such stock to preemptive rights or other rights to acquire or subscribe for additional stock or securities of the Corporation authorized to be issued.

FIFTH: Election of directors need not be by written ballot unless and to the extent that the Bylaws of the Corporation so provide.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, except that any bylaw adopted by the stockholders may be altered or repealed only by the stockholders if such bylaw specifically so provides.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be,

to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**EIGHTH:** The personal liability of the directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated; provided, however, that this Article EIGHTH shall not eliminate or limit the liability of a director (i) for any breach of a director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

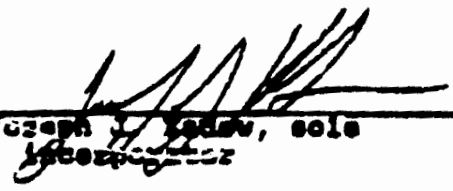
**NINTH:** The name and mailing address of the sole incorporator are as follows:

Joseph J. Kadow, Esq.  
Baker & Hostetler  
2300 SunBank Center  
Orlando, Florida 32801

**TENTH:** In the event any provision (or portion thereof) of this Certificate of Incorporation shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining provisions (or portions thereof) of this Certificate shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation and its stockholders that each such remaining provision (or portion thereof) of this Certificate of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable as to all stockholders, notwithstanding any such finding.

**ELEVENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator above named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has executed this instrument this 22 day of April, 1991, and does thereby acknowledge that it is his act and deed and that the facts stated therein are true.

  
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Joseph J. Kellav, sole  
Incorporator

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