

THIS INSTRUMENT PREPARED BY:

✓ J. T. SIMONETTI, JR., Attorney at Law
1920 Mayfair Drive, Birmingham, AL 35209

ARTICLES OF INCORPORATION
OF
O'CHARLEY'S SPORTS BAR, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is O'Charley's Sports Bar, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To operate a private club under the applicable law of the State of Alabama, said establishment to be operated for objects of a national, social, patriotic, political, athletic or similar nature, and to be a gathering place where food and beverages are available for sale to members and their guests; and to engage in any lawful business in which Alabama Corporations are authorized to engage which does not conflict with the purposes cited hereinabove.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue are Five Hundred (500) shares of common stock of par value of One Dollar (\$1.00) per share. All of said stock shall be common and none shall be preferred stock or stock of a different class.

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SHELBY COUNTY JUDGE OF PROBATE
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FIFTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SIXTH: The address for the initial registered office of the corporation is: 561 Southgate Drive, Hwy. 119, Pelham, Alabama 35126, and the name of its initial registered agent at such address is: Kurt Strang.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. Chad Fitzhugh	3038 Sidco Drive Nashville, TN 37204
Kurt Strang	561 Southgate Drive Hwy. 119 Pelham, AL 35126
Edward W. Oliphant	2960 Armory Drive Nashville, TN 37204

EIGHTH: The name and address of each incorporator is:

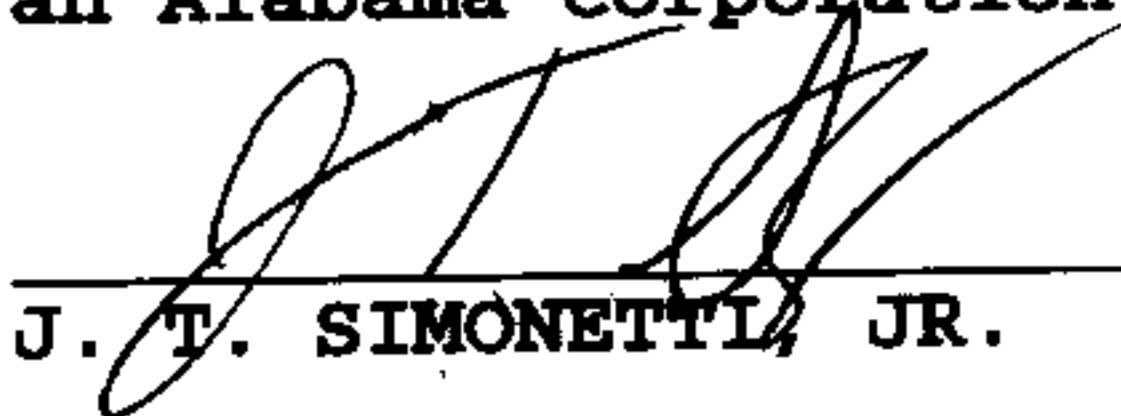
<u>NAME</u>	<u>ADDRESS</u>
J. T. Simonetti, Jr.	1920 Mayfair Drive Birmingham, AL 35209

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business

Corporation Act, execute these Articles of Incorporation this 26
day of March, 1997.

O'CHARLEY'S SPORTS BAR, INC.
an Alabama Corporation

By:


J. T. SIMONETTI, JR.

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

O'Charley's Sports Bar, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joseph Simonetti Jr., 1920 Mayfair Dr, Birmingham, AL 35209 for a period of one hundred twenty days beginning March 13, 1997 and expiring July 12, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 13, 1997

Date

Jim Bennett

Secretary of State

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