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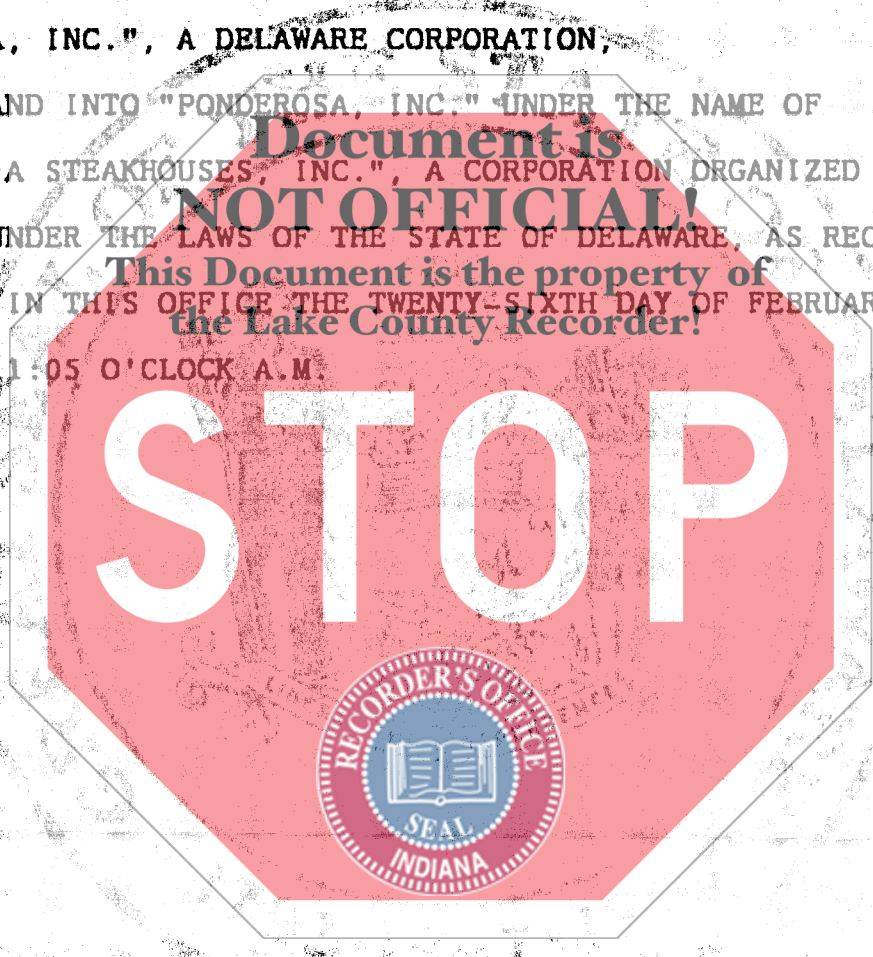
Seyfarth, Shaw, Fairweather + Geraldson
55 E. Monroe St. - Suite 4200
Chgo, Ill 60603-5803
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"METSIA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PONDEROSA, INC." UNDER THE NAME OF
"METROMEDIA STEAKHOUSES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D.
1990, AT 11:05 O'CLOCK A.M.



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Chicago Title Insurance Company

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STATE OF INDIANA
LAKE COUNTY
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MARGARETTE CLEVELAND
RECORDER



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7677849

DATE: 10-17-95

Handwritten initials and date: JF 10-17-95

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CERTIFICATE OF MERGER
OF
METSА, INC.
WITH AND INTO
PONDEROSA, INC.

FILED
11:05 AM
FEB 26 1990

M. J. Steinhilber
SECRETARY OF STATE

Under Section 251(c) of
The General Corporation Law of the State of Delaware

Pursuant to the provisions of Section 251(c) of the
General Corporation Law of the State of Delaware (the "GCL"),
the undersigned hereby certifies that:

1. The names and states of incorporation of each
of the constituent corporations are Metsа, Inc., a Delaware
corporation, and Ponderosa, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger has been
approved, adopted, certified, executed and acknowledged by
each of the constituent corporations in accordance with
Section 251 of the GCL.

3. Ponderosa, Inc. shall be the surviving
corporation of the Merger, and as provided in the Agreement
and Plan of Merger, at the Effective Time of the Merger it
shall change its name to Metromedia Steakhouses, Inc.

4. As provided in the Agreement and Plan of
Merger, at the Effective Time of the Merger the Restated
Certificate of Incorporation of the surviving corporation
shall be amended as follows:

Articles FIRST, FOURTH and SEVENTH thereof shall be modified and amended to read as follows:

FIRST: The name of the Corporation is
Metromedia Steakhouses, Inc.

FOURTH:

Section 1. Number of Shares. The total number of shares of stock which the Corporation shall have authority to issue is: three hundred fifty two thousand (352,000), of which two thousand (2,000) shall be shares of Common Stock of the par value of one dollar (\$1) each, and three hundred fifty thousand (350,000) shall be shares of Preferred Stock of the par value of \$.01 each.

Section 2. Designation of Classes; Relative Rights, etc. The designation, relative rights, preferences and limitations of the shares of each class are as follows:

The shares of Preferred Stock may be issued from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized, and with distinctive serial designations, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such shares of Preferred Stock from time to time adopted by the Board of Directors pursuant to authority to do so which is hereby vested in the Board of Directors. Each series of shares of Preferred Stock (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange and with such adjustments; (f) may be



entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of the Corporation; and (h) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof; all as shall be stated in said resolution or resolutions providing for the issue of such shares of Preferred Stock.

Subject to the provisions of any applicable law, or of the By-laws of the Corporation as from time to time amended, with respect to the closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote and except as otherwise provided by law or by the resolution or resolutions providing for the issue of any series of shares of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation. Except as otherwise provided by the resolution or resolutions providing for the issue of any series of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled, to the exclusion of the holders of shares of Preferred Stock of any and all series, to receive such dividends as from time to time may be declared by the Board of Directors. Except as otherwise provided by the resolution or resolutions providing for the issue of any series of shares of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to the holders of the outstanding shares of Preferred Stock of any and all series of the full amount to which they shall be entitled pursuant to the resolution or resolutions providing for the issue thereof, the holders of shares of Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by them, in all remaining assets of the Corporation available for distribution to its shareholders.



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Subject to the provisions of this Certificate of Incorporation and except as otherwise provided by law, the stock of the Corporation, regardless of class, may be issued for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

SEVENTH: INDEMNIFICATION.

Section 1. The Corporation shall, to the extent not prohibited by law, indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor (hereinafter a "Proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board of Directors at any time denominates such persons entitled to the benefits of this Article SEVENTH.

Section 2. The Corporation shall, from time to time, reimburse or advance to any director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding, provided, however, that, if required by the Delaware General Corporation Law, such expenses incurred by or on behalf of any director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

Section 3. The right to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article SEVENTH shall not be deemed exclusive of any other rights to which those seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 4. The right to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article SEVENTH shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article SEVENTH, the By-laws of the Corporation or under Section 145 of the Delaware General Corporation Law or any other provision of law.

Section 6. The provisions of this Article SEVENTH shall be a contract between the Corporation, on the one hand, and each director and officer who serves in such capacity at any time while this Article SEVENTH is in effect and any other person indemnified hereunder, on the other hand, pursuant to which the Corporation and each such director, officer or other person intend to be legally bound. No repeal or modification of this Article SEVENTH shall affect any rights or obligations then existing or thereafter arising with respect to any state of facts then or theretofore existing or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 7. The right to indemnification and reimbursement or advancement of expenses provided by, or

granted pursuant to, this Article SEVENTH shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that such a person is not entitled to such indemnification or reimbursement or advancement of expenses, shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

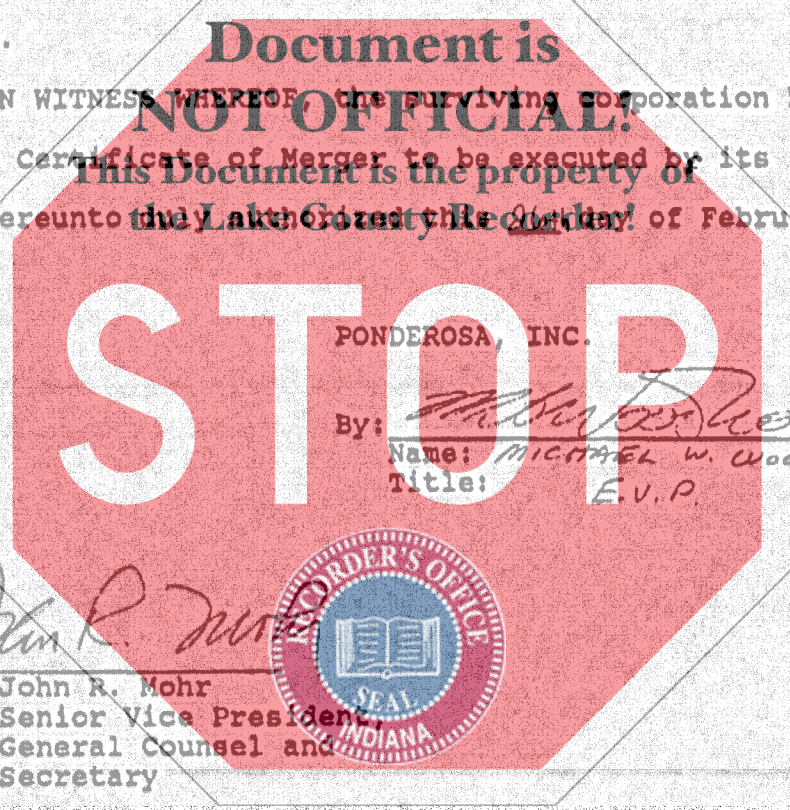
Section 8. Any director or officer of the Corporation serving (1) another corporation of which a majority of the shares entitled to vote in the election of its directors is held by the Corporation, or (2) any employee benefit plan of the Corporation or any corporation referred to in clause (1), in any capacity, shall be deemed to be doing so at the request of the Corporation

Section 9. Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article SEVENTH may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

5. The executed Agreement and Plan of Merger is on file in the principal place of business of the surviving corporation, Metromedia Steakhouses, Inc., Terminal Drive, Dayton International Airport, Vandalia, Ohio 45377.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF the surviving corporation has caused this Certificate of Merger to be executed by its officers thereunto the Lake County Recorder of February, 1990.



PONDEROSA, INC.

By: *[Signature]*
Name: MICHAEL W. WOODHOUSE
Title: E.V.P.

ATTEST:

By: *[Signature]*
Name: John R. Mohr
Title: Senior Vice President,
General Counsel and
Secretary