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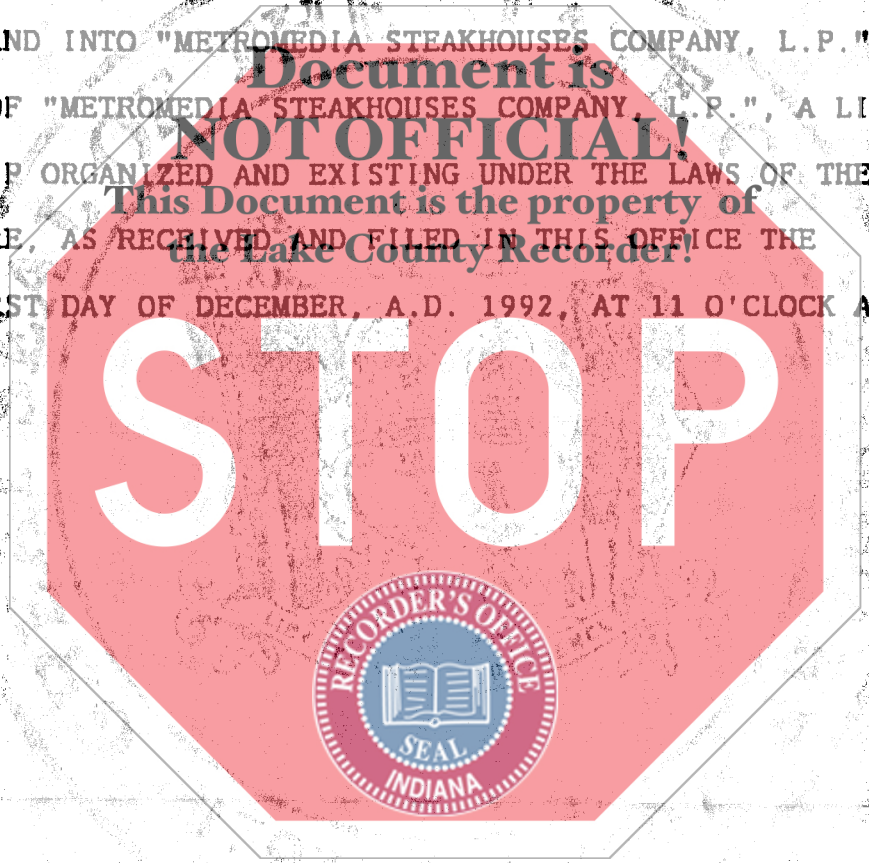
Seyfarth, Shaw, Fairweather & Geraldson  
55 E. Monroe St. - Suite 4200  
Chgo, Ill 60603-5803  
State of Delaware

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:

"METROMEDIA STEAKHOUSES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "METROMEDIA STEAKHOUSES COMPANY, L.P." UNDER  
THE NAME OF "METROMEDIA STEAKHOUSES COMPANY, L.P.", A LIMITED  
PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE  
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE  
THIRTY-FIRST DAY OF DECEMBER, A.D. 1992, AT 11 O'CLOCK A.M.



Chicago Title Insurance Company

95067018

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD

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MARGARET CLEVELAND  
RECORDER



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7677850

DATE: 10-17-95

*Handwritten initials and date: 13/12*

CERTIFICATE OF MERGER  
OF  
METROMEDIA STEAKHOUSES, INC.  
INTO  
METROMEDIA STEAKHOUSES COMPANY, L.P.

METROMEDIA STEAKHOUSES COMPANY, L.P., a Delaware limited partnership, does hereby certify as follows:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities to this merger are as follows:

Metromedia Steakhouses, Inc. - Delaware  
Metromedia Steakhouses Company, L.P. - Delaware

SECOND: A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged in accordance with the provisions of Section 263(c) and Section 228 of the General Corporation Law of the State of Delaware and in accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act by (i) Metromedia Steakhouses, Inc. and (ii) Metromedia Steakhouses Company, L.P.

THIRD: The name of the surviving Delaware limited partnership is Metromedia Steakhouses Company, L.P.

FOURTH: The merger of Metromedia Steakhouses, Inc. into Metromedia Steakhouses Company, L.P. shall be

effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The Certificate of Limited Partnership of Metromedia Steakhouses Company, L.P. as in effect immediately prior to the merger, shall be the Certificate of Limited Partnership of the surviving limited partnership.

SIXTH: The executed Plan and Agreement of Merger is on file at the principal place of business of the surviving Delaware limited partnership. The address of the principal place of business of the surviving limited partnership is P.O. Box 578, Dayton, OH 45401.

SEVENTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving Delaware limited partnership upon request and without cost to any person holding an interest in the constituent corporation or any partner of the constituent limited partnership.

IN WITNESS WHEREOF, Metromedia Steakhouses Company, L.P. has caused this Certificate of Merger to be executed in its name this 31st day of December, 1992.

METROMEDIA STEAKHOUSES COMPANY, L.P.

By: METPON ACQUISITION, INC.; ITS GENERAL PARTNER

By: Stuart Subotnick  
Stuart Subotnick  
Executive Vice President