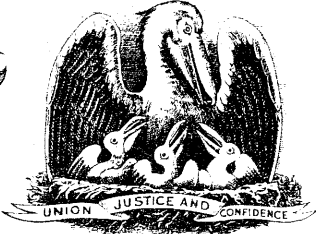


UNITED STATES OF AMERICA

State of Louisiana



Box McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

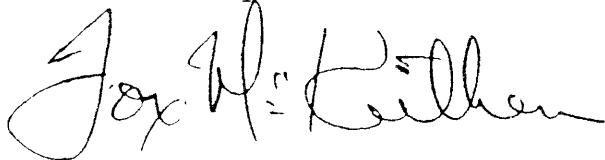
THE EMERIL LAGASSE FOUNDATION

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on July 29, 2003.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

July 29, 2003



SPR 35269453N 35526038

Secretary of State



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE EMERIL LAGASSE FOUNDATION**

THE UNDERSIGNED, President of The Emeril Lagasse Foundation, hereby certifies that the Articles of Incorporation of said Corporation have been amended and restated in their entirety as follows:

ARTICLE 1

The name of this Corporation shall be “The Emeril Lagasse Foundation”.

ARTICLE 2

This Corporation is organized exclusively for charitable and educational purposes, including, but not limited to, for such purpose or purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code.

ARTICLE 3

The Corporation shall be a non-profit corporation.

ARTICLE 4

The location and address of the Corporation's registered office is 829 St. Charles Avenue, New Orleans, Louisiana, 70130.

ARTICLE 5

The registered agent of the Corporation is:

Mark S. Stein
701 Poydras Street, Suite 3600
New Orleans, Louisiana 70139

ARTICLE 6

The names, addresses and terms of office of the initial directors are as follows:

Emeril J. Lagasse, III
829 St. Charles Ave.
New Orleans, Louisiana, 70130

Eric B. Linqest
829 St. Charles Ave.
New Orleans, Louisiana, 70130

Anthony Cruz
829 St. Charles Ave.
New Orleans, Louisiana, 70130

Mauricio Andrade
829 St. Charles Ave.
New Orleans, Louisiana, 70130

Melanie Dalton
829 St. Charles Ave.
New Orleans, Louisiana, 70130

Each initial director shall serve for a period of one (1) year or until such time as such director's successor is elected, and, thereafter, the Corporation shall have no fewer than three (3) directors and no greater than fifteen (15) directors. The number of directors of the Corporation shall be the number elected from time to time by the member(s). The directors shall be elected and serve as set forth in the By-Laws of the Corporation.

ARTICLE 7

The Corporation is organized on a non-stock basis.

ARTICLE 8

Emeril J. Lagasse, III, shall be the sole member of the Corporation. There shall be no other members of the Corporation, until the death of Emeril J. Lagasse, III, or upon Emeril J. Lagasse, III

ceasing to be a member of the Corporation for any reason whatsoever, whichever occurs first. Upon the death of Emeril J. Lagasse, III, or if Emeril J. Lagasse, III ceases to be a member of the Corporation for any reason whatsoever, whichever occurs first, the member(s) of this Corporation shall be such as is/are appointed by Emeril J. Lagasse, III in his Last Will and Testament or in any authentic act, provided, however, if Emeril J. Lagasse, III has not made any such appointment, the members of the Corporation shall be each director of the Corporation serving at the time of Emeril J. Lagasse, III's death or cessation of his membership in this Corporation. Thereafter, the members shall be the directors as such directors are elected from time to time.

ARTICLE 9

The taxpayer identification number of the Corporation is 42-1536915.

ARTICLE 10

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose or purposes set forth herein.

ARTICLE 11

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition of any candidate for public office.

ARTICLE 12

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE 13

The assets of this Corporation are irrevocably and permanently dedicated for the purpose or purposes set forth herein. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the Parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE 14

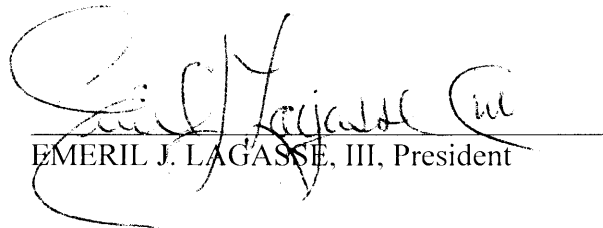
The incorporator of the Corporation is:

Emeril J. Lagasse, III
829 St. Charles Ave.
New Orleans, Louisiana, 70130

The Corporation was incorporated on May 14, 2002, effective May 11, 2002, and the date of restatement is July 15th, 2003.

The Amended And Restated Articles Of Incorporation were adopted pursuant to unanimous written consent of the members of said Corporation dated July 15th, 2003, in conformity with law, and the restatement accurately copies the Articles of Incorporation dated May 11, 2002, with there being no amendments to the Articles of Incorporation of this Corporation thereafter, except as set forth herein. Specifically, these Amended and Restated Articles of Incorporation contain the following substantive changes: (i) the maximum number of directors is increased from ten (10) to fifteen (15); (ii) instead of being elected by the directors and serving for one (1) year, the directors shall be elected and serve as set forth in the Corporation's By-Laws; and (iii) the directors are no longer the members of the Corporation; instead, Emeril J. Lagasse, III is the sole member, and the successor member(s) shall be determined as set forth in amended Article 8 above.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on 15th day of July, 2003.


EMERIL J. LAGASSE, III, President

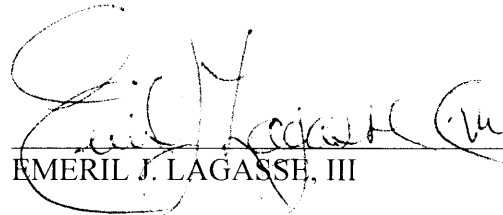
ACKNOWLEDGMENT

STATE OF LOUISIANA

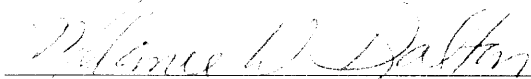
PARISH OF ORLEANS

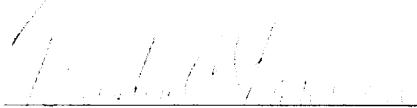
BE IT KNOWN, that on this 30th day of July, 2003, before me, the undersigned Notary Public, duly commissioned, qualified and sworn in and for the Parish and State aforesaid, personally came and appeared Emeril J. Lagasse, III, to me known to be a person who executed the above and foregoing Amended And Restated Articles Of Incorporation and who declared and acknowledged that he executed the above and foregoing Amended And Restated Articles Of Incorporation as his free act and deed, for the uses and purposes stated herein.

IN WITNESS WHEREOF, said appearer has executed this Acknowledgment in the presence of the undersigned competent witnesses.


EMERIL J. LAGASSE, III

WITNESSES:







NOTARY PUBLIC