

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P30237** (2)

1. Corporation Name
O'CHARLEY'S INC.



Principal Place of Business: **O'CHARLEY'S INC. 3038 SIDCO DRIVE NASHVILLE TN 37204 US**
Mailing Address: **O'CHARLEY'S INC. 3038 SIDCO DRIVE NASHVILLE TN 37204 US**

3. Date Incorporated or Qualified: **07/23/1990**
3a. Date of Last Report: **04/03/1995**
4. FEI Number: **62-1192475**
Applied For: Not Applicable
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21
2a. Mailing Address: 26
Suite, Apt. #, etc.: 22
City & State: 23
Zip: 24 Country: 25
City & State: 27
City & State: 28
Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
FL B5 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent's signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	BURNS, GREGORY L	
STREET ADDRESS	3038 SIDCO DR.	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	PC	<input type="checkbox"/> DELETE
NAME	MCWHORTER, CHARLES F JR.	
STREET ADDRESS	3038 SIDCO DR	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	FITZHUGH, A. CHADWELL	
STREET ADDRESS	3038 SIDCO DR.	
CITY-ST-ZIP	NASHVILLE TN 37204	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WACHTEL, DAVID K	
STREET ADDRESS	1826 LONG HOLLOW RK.	
CITY-ST-ZIP	GALLATIN TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	STOKES, JOHN W., JR.	
STREET ADDRESS	50 FRONT ST., 21ST FL	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	REISS, RICHARD, JR.	
STREET ADDRESS	1114 AVE. OF AMERICAS	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *A Chad Fitzhugh* 3/13/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)