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Jan 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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 37204-4506 US

3. Date Incorporated or Qualified: 07/23/1990
3a. Date of Last Report: 03/19/1996
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 Suite, Apt #, etc.: 22 City & State: 23 Zip: 24 Country: 25
2a. Mailing Address: 26 Suite, Apt #, etc.: 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
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

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: _____ DATE: _____
Signature typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating.)

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 checked="" 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: 1828 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: CEO/President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME: BURNS, Gregory L	
1.3 STREET ADDRESS: 3038 Sidco Dr	
1.4 CITY-ST-ZIP: Nashville, TN	
2.1 TITLE: Sr.VP Operations	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME: Steven J. Hislop	
2.3 STREET ADDRESS: 3038 Sidco Dr.	
2.4 CITY-ST-ZIP: Nashville, TN 37204	
3.1 TITLE: CFO/Secretary	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME: FITZHUGH, A. Chad	
3.3 STREET ADDRESS: 3038 Sidco Dr	
3.4 CITY-ST-ZIP: Nashville, TN 37204	
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 does not qualify for the exemption stated in Section 119.07(3)(i), 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: *Chad Fitzhugh* 1-17-97 (615) 256-8500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)