

FLANIGAN'S ENTERPRISES, INC.

Corporate Governance/Nominating Committee Charter

Purpose and Authority

The purpose and authority of the Corporate Governance/Nominating Committee, ("Committee"), is to:

- ... establish qualifications and other criteria for candidates for a position on the Board of Directors
- ... identify individuals qualified to become directors and to recommend to the Board candidates for all directorships to be elected at an annual or special meeting, (including those existing directors standing for e-election), and those to be elected by the Board between meetings of shareholders;
- ... oversee evaluation of the performance of the board, with the participation of the full Board of Directors;
- ... develop and recommend to the Board the corporate governance guidelines applicable and recommend, if necessary, any changes to those guidelines;
- ... lead the Board in its annual review of the Board's performance; and
- ... recommend to the Board nominees for each Board committee.

Committee Membership

The Committee shall consist of no fewer than three (3) members of the Board of Directors. At least one (1) member of the Committee shall meet the independence requirements of the American Stock Exchange, ("AMEX"), and the Sarbanes-Oxley Act of 2002 and the regulations promulgated thereunder for so long as the Company is considered a "controlled" company pursuant to the AMEX Stock Market and SEC. In the event the Company is no longer considered a "controlled" company, then the members of the Committee shall meet the independence requirements of the American Stock Exchange, ("AMEX"), and the Sarbanes-Oxley Act of 2002 and the regulations promulgated thereunder.

The members of the Committee shall be appointed and replaced by the Board at any time, with or without cause. The Committee chairperson or chairpersons shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

Meetings

The Committee shall meet at least three (3) times a year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the Secretary of the Company.

The Committee will report to the Board of Directors regarding recommendations of the Committee submitted to the Board of Directors for action, and provide the Board with copies of the minutes of its meetings.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall have authority to access Company resources and to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. Each year, the Committee shall implement and follow a process designed to seek individuals qualified to become board members for recommendation to the Board and shall consider the re-election of existing directors. The Committee believes that having directors with relevant experience in business and industry, government, finance and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide a useful perspective on significant risks and competitive advantages and an understanding of the challenges the Company faces. The Committee shall monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has appropriate tools to perform its oversight function effectively.

Taking this into account, for each year's nominations the Committee will take the following steps:

- a. With respect to nominating existing directors, the Committee will review relevant information available to it, including the latest board evaluations for such persons, and assess their continued ability and willingness to serve as a director. The Committee will also assess such persons contribution in light of the mix of skills and experience the Committee has deemed appropriate for the Board.

b. With respect to nominations of new directors, the Committee will conduct a thorough search to identify candidates based upon criteria the Committee deems appropriate and considering the mix of skills and experience necessary to complement existing board members. The Committee will then review selected candidates and make a recommendation to the Board. The Committee may seek input from other Board members or senior management in identifying candidates.

The Committee will consider nominations for the Board by shareholders the same way it evaluates other individuals for nomination as a new director. Such nominations must be made in accordance with the Company's Bylaws to be considered.

3. The Committee shall perform an annual assessment of the Board's performance. In addition, the Committee shall solicit and receive comments from all directors, assess each director's performance and periodically, but not less often than every (3) years, report to the Board with an assessment of the director's performance, to be discussed with the full Board at the first meeting following the completion of such assessment.

4. The Committee shall oversee the formulation of, and shall recommend for adoption to the Board, a set of corporate governance guidelines. The Committee shall periodically review and reassess the Corporate Governance Guidelines of the Company and recommend appropriate changes to the Board for approval.

5. The Committee may form and delegate authority to subcommittees when appropriate.

6. The Committee shall review and approve annually the Company's compensation program for service on the Board of Directors or any of its committees.

7. The Committee shall review and reassess this Charter annually and recommend any appropriate changes to the Board for approval. The Committee shall annually review its own performance.

8. The Committee shall perform a periodic review of all Board committees' structure and governance charters to assess the need for any modifications or updates. In addition, the Committee shall make recommendations to the Board regarding the composition and responsibility of the Board committees.

9. The Committee shall review all conflicts of interest which may arise from time to time regarding members of the Board or executive officers and review and approve all related party transactions which would require disclosure in the Company's proxy statement.

Adopted by the Board of Directors on December 9, 2004 .