



A01000000738

ACCOUNT NO. : 072100000032
 REFERENCE : 165665 7170708
 AUTHORIZATION :
 COST LIMIT : \$ 2,000.00

01 MAY 29 AM 11:44
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Patricia Pajot

ORDER DATE : May 29, 2001
 ORDER TIME : 4:18 PM
 ORDER NO. : 165665-010
 CUSTOMER NO: 7170708

CUSTOMER: Ms. Julie Skukalek
 Carrabba's Italian Grill, Inc.

700004334257--8

5th Floor
 2202 North Westshore Blvd.
 Tampa, FL 33607

29th

DOMESTIC FILING

NAME: CARRABBA'S/COOL SPRINGS, BK
 LIMITED PARTNERSHIP

FILE SECOND

29th

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
 EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP

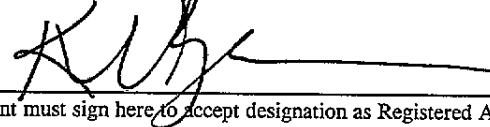
01 MAY 29 AM 11:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CARRABBA'S/COOL SPRINGS, LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")

2. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Business address of Limited Partnership)

3. KELLY M. BRAUN
(Name of Registered Agent for Service of Process)

4. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2038

8. Name(s) of general partner(s): CARRABBA'S ITALIAN GRILL, INC. ^{P95000003624} Street address: 2202 North Westshore Blvd., 5th Floor Tampa, Florida 33607

RCF/COOL SPRINGS, L.P. ^{B30100000191} Street address: 636 Good Springs Road Brentwood, TN 37027

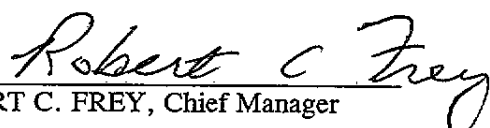
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

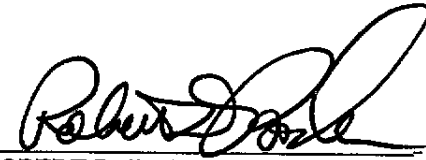
Signed this 24 day of May, 2001.

Signature of all general partners:

RCF/COOL SPRINGS, L.P., a Tennessee limited partnership as General Partner,
By: RCF ENTERPRISES, LLC a Tennessee limited liability company as its general partner

CARRABBA'S ITALIAN GRILL, INC., a Florida corporation, as General Partner

By: 
ROBERT C. FREY, Chief Manager

By: 
ROBERT D. BASHAM, Chairman of the Board

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

The undersigned, constituting all of the general partners of Carrabba's/Birmingham Partnership a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ —ZERO—

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$25,000.

Signed this 24 day of May, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

RCF/COOL SPRINGS, L.P., a
Tennessee limited partnership
as General Partner,

By: RCF ENTERPRISES, LLC a Tennessee
limited liability company as its general partner

By: Robert C Frey
ROBERT C. FREY, Chief Manager

CARRABBA'S ITALIAN GRILL, INC.,
a Florida corporation, as General Partner

By: Robert D Basham
ROBERT D. BASHAM, Chairman of the Board