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ACCOUNT NO. : 072100000032
 REFERENCE : 231492 7170708
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 1837.50

FILED
 JUL 23 PM 4:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : July 20, 2001
 ORDER TIME : 3:14 PM
 ORDER NO. : 231492-010
 CUSTOMER NO: 7170708

RECEIVED
 01 JUL 23 PM 3:54
 DIVISION OF CORPORATION

CUSTOMER: Ms. Julie Skukalek
 Carrabba's Italian Grill, Inc.
 5th Floor
 2202 North Westshore Blvd.
 Tampa, FL 33607

DOMESTIC FILING

NAME: CARRABBA'S/LOUISVILLE, LIMITED PARTNERSHIP

EFFECTIVE DATE: *(3)*

ARTICLES OF INCORPORATION
 XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

*Tip
 2nd*

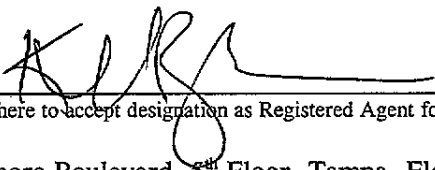
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

700004492637--9

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
 EXAMINER'S INITIALS: DK

CERTIFICATE OF LIMITED PARTNERSHIP

1. CARRABBA'S/LOUISVILLE, 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)

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

8. Name(s) of general partner(s):	Street address:
CARRABBA'S ITALIAN GRILL, INC.	2202 North Westshore Blvd., 5 th Floor
<i>P95U00003626</i>	Tampa, Florida 33607
RCF/LOUISVILLE, LP	636 Good Springs Road
<i>B01U00000256</i>	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 16 day of July, 2001.

Signature of all general partners:

RCF/LOUISVILLE, 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: 
STEVEN T. SHLEMON, President

**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/Louisville, Limited 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 \$250,000.

Signed this 16 day of July, 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/LOUISVILLE, 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
ROBERT C. FREY, Chief Manager

By: Steven T. Shlemon
STEVEN T. SHLEMON, President