



THE UNITED STATES  
CORPORATION  
COMPANY

# A99000000808

ACCOUNT NO. : 072100000032

REFERENCE : 224433 84041A

AUTHORIZATION :

COST LIMIT : \$ 735.00

*Patricia Pappas*

FILED STATIONS  
DIVISION OF CORPORATIONS  
99 MAY 20 PM 2:39

ORDER DATE : April 30, 1999

ORDER TIME : 12:10 PM

ORDER NO. : 224433-005

CUSTOMER NO: 84041A

400002858674--7

CUSTOMER: Ms. Norma Deguenther  
OUTBACK STEAKHOUSE OF FLORIDA,  
OUTBACK STEAKHOUSE OF FLORIDA,  
Suite 200  
550 North Reo Street  
Tampa, FL 33609

RECEIVED

99 APR 30 PM 12:51

FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CARRABBA'S/ROCKY TOP,  
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: B/K

5/20/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 1999

ROBERT MAXWELL  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: CARRABBA'S/ROCKY TOP, LIMITED PARTNERSHIP  
Ref. Number: W99000010235

**RESUBMIT**

Please give original  
submission date as file date

FILED  
STATE  
CORPORATIONS  
DIVISION  
MAY 12 2:39 PM '99

We have received your document for CARRABBA'S/ROCKY TOP, LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$735.00. However, the document has not been filed and is being returned for the following:

Before this limited partnership can be filed, RCF ENTERPRISES LLC -- must be qualified in Florida. Please note that the name of this Tennessee Limited Liability Company is NOT AVAILABLE in Florida, and it will have to qualify here using a Fictitious LLC Name. A Resolution is attached for the purposes of adopting this name. Please submit the Resolution along with your qualification.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

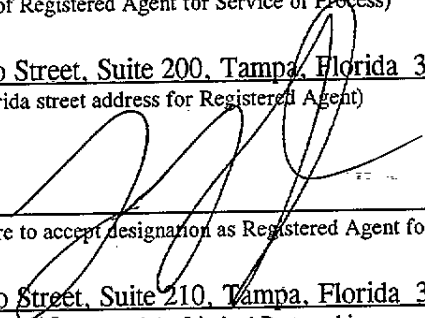
Letter Number: 499A00023557

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAY 19 PM 4:41

RECEIVED

## CERTIFICATE OF LIMITED PARTNERSHIP

1. CARRABBA'S/ROCKY TOP, LIMITED PARTNERSHIP  
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 405 North Reo Street, Suite 210, Tampa, Florida 33609  
(Business address of Limited Partnership)
3. JOSEPH J. KADOW  
(Name of Registered Agent for Service of Process)
4. 550 North Reo Street, Suite 200, Tampa, Florida 33609  
(Florida street address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 405 North Reo Street, Suite 210, Tampa, Florida 33609  
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2039
8. Name(s) of general partner(s):  

995000003626  
CARRABBA'S ITALIAN GRILL, INC.

799000000761  
RCF Enterprises LLC

Street address:  
405 North Reo Street, Suite 210  
Tampa, Florida 33609

543 Midway Circle  
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.*

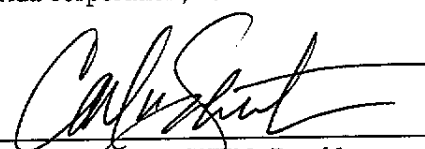
*Signed this 22 day of April, 1999.*

Signature of all general partners:

RCF Enterprises LLC  
a Tennessee corporation, as  
General Partner

By:   
Robert C. Frey

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

By:   
CARL W. SAHLSTEN, President

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99 MAY 20 PM 2:39

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 20 PM 2:39

*The undersigned, constituting all of the general partners of Carrabba's/Rocky Top, 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  
\$100,000.

Signed this 22day of April, 1999.

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.*

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

By:   
CARL W. SAHLSTEN, President