1900001466 THE UNITED STAT CORPORATION

ACCOUNT NO. : 07210000032

REFERENCE: 362706 7170708

COST LIMIT : \$ 271.25

ORDER DATE: September 2, 1999

ORDER TIME : 9:49 AM

ORDER NO. : 362706-005

CUSTOMER NO:

7170708

000002980810--2

CUSTOMER: Ms. Julie Skukalek

CARRABBA'S ITALIAN GRILL, INC. CARRABBA'S ITALIAN GRILL, INC.

Suite 210

405 North Reo Street

Tampa, FL 33609

DOMESTIC FILING

NAME:

CARRABBA'S/GREEN HILLS LIMITED

PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

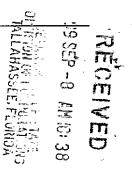
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:



CERTIFICATE OF LIMITED PARTNERSHIP

1.	CARRABBA'S/GREEN HILLS,)	LIMITED PARTNERSHIP	
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")		as "Limited," "Ltd.," or "Limited Partnership")	
2.	405 North Reo Street, Suite 210, Tampa, Florida 33609		
۷.	(Business address of Limited Partnership)		
	\		
_	JOSEPH J. KADOW		
3		or Service of Process)	
(Marile of Registered Agent for parties of the			
4. 550 North Reo Street, Suite 200, Tampa, Florida 33609			
4.	(Florida street address for Registered Agent)		
	(Fightal street address for trogsacted rights)		
/ 1/ //			
1 H			
5 A for Comics of Process		D	
	(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)		
71 - 14 - 22600		71 11 22 600	
6.	405 North Reo Street, Suite 210, Tampa, Florida 33609		
(Mailing Address of the Limited Partnership			
	10/01/0027		
7.	7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2037		
	•		
8.	Name(s) of general partner(s):	Street address:	
o.			
	p9500003626	405 North Reo Street, Suite 210	
		Tampa, Florida 33609	
	CARRABBA'S ITALIAN GRILL, INC.	101154, 130-1-1	
	11 c c 1000 pag	543 Midway Circle	
	nano40400334	Brentwood, Tennessee 37027	
	RCF/GREEN HILLS, L.P.	Brentwood, Tellilessee 37027	
	Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof		
Ur	ider penalties of perjury I (we) declare that I (we) have	ve read the foregoing and know the contents thereof	
an	d that the facts stated herein are true and correct.		
CEI	w broke tree general country		
C÷.	gned this <u>9th</u> day of <u>August</u> , 19 <u>99</u> .		
Sig	gnea this <u>sitt</u> any of <u>resident</u>		
٠.	C 11 1 months once		
Sı	gnature of all general partners:		
		CARRABBA'S ITALIAN GRILL, INC.	
	RCF/GREEN HILLS, L.P.	CARRADDA STIALINITY ORGEN, M. C.	
	a Tennessee corporation, as General Partner	a Florida corporation, as General Partner	
	By: Robert C Trey	19 700	
	By Kapert C Ney	By: wen tunor	
	ROBERT C. FREY, Chief Mapager STEVENT, SHLEMON, Vice President		
	KUDEKI C. I'KLI, CHICI Mayager	<u> </u>	

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of CARRABBA'S/GREEN HILLS, 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 \$25,000.

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/GREEN HILLS, L.P. a Tennessee corporation, as General Partner

Signed this 9th day of August, 19 99.

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

y: Trobert Manager

ROBERT C. FREY, Chief Manager

EVEN T. SHLEMON, Vice President