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ACCOUNT NO. : 072100000032

REFERENCE : 362706 717078

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 271.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 AM 11:40

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:

(3)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

M/K
9/8/99

RECEIVED
99 SEP -8 AM 10:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

FILED STATE
SECRETARY OF CORPORATIONS
99 SEP -8 AM 11:40

1. CARRABBA'S/GREEN HILLS, 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: 12/31/2037

| | |
|---|---|
| 8. Name(s) of general partner(s): | Street address: |
| <u>795 000003626</u> <u>CARRABBA'S ITALIAN GRILL, INC.</u> | <u>405 North Reo Street, Suite 210</u> <u>Tampa, Florida 33609</u> |
| <u>899 00000334</u> <u>RCF/GREEN HILLS, L.P.</u> | <u>543 Midway Circle</u> <u>Brentwood, Tennessee 37027</u> |

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 9th day of August, 19 99.

Signature of all general partners:

RCF/GREEN HILLS, L.P.
a Tennessee corporation, as 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. SHELTON, Vice President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 AM 11:40

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.

Signed this 9th day of August, 19 99.

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

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, Vice President