



B0200 0000257

ACCOUNT NO. : 072100000032
 REFERENCE : 674476 717078
 AUTHORIZATION : *Patricia Pujols*
 COST LIMIT : \$ 140.00

ORDER DATE : July 23, 2002

ORDER TIME : 1:10 PM

ORDER NO. : 674476-015

CUSTOMER NO: 7170708

300006595543--4

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

FOREIGN FILINGS

NAME: RCF/LEXINGTON, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

JP 7/23/02

RECEIVED
 02 JUL 23 PM 2:51
 SECRETARY OF STATE
 PALM SPRINGS, FLORIDA

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. RCF/LEXINGTON, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. TENNESSEE 4. JUNE 21, 2002
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Corporation Service Company
By: Deborah D Skipper **Deborah D. Skipper**
(Agent must sign on this line) **Asst. V. Pres.**

8. 636 GOOD SPRINGS ROAD, BRENTWOOD, TENNESSEE 37027

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

MA9000000761
RCF ENTERPRISES, LLC 636 GOOD SPRINGS ROAD, BRENTWOOD, TN 37027

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10. 636 GOOD SPRINGS ROAD, BRENTWOOD, TN 37027
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12,636 GOOD SPRINGS ROAD, BRENTWOOD, TN 37027

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 22ND day of July 2002

Robert C. Frey
General Partner

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

On this 22nd day of July, 2002

Robert C. Frey, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Joyce C. Bartling
(Notary Public Signature)

Joyce C. Bartling
(Notary's Printed Name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Seal

My Commission Expires: 12/30/2002

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared ROBERT C. FREY
a general partner of RCF/LEXINGTON, L.P., a (an) TENNESSEE
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 0.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 22ND day of JULY, 2002

Robert C Frey
General Partner

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

On this 22nd day of July, 2002

Robert C. Frey, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

Joyce C. Bartling
(Notary Public Signature)
JOYCE C. BARTLING
(Notary's Printed Name)

Seal My Commission Expires: 12/30/2002