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DIVISION OF CORPORATIONS

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000002380090--7

-12/23/97--01017--005

***1785.00 ***1785.00

CORPORATION(S) NAME

Perkins Family Restaurants, LP.

Profit

NonProfit

Limited Liability Co.

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership (For.)

Reinstatement

Annual Report

Reservation

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Change of R.A.

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CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

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1. Perkins Family Restaurants, L.P.
(Name of limited partnership as it is in the home state;

2. PERKINS FAMILY RESTAURANTS, LIMITED PARTNERSHIP
(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. Delaware 4. 07-01-86
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)

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

C T CORPORATION SYSTEM CONNIE BRYAN
Connie Bryan SPECIAL ASSISTANT SECRETARY
(Officer must sign on this line)
John J. Linnihan, Asst. Vice President
(Type Name and Title of Officer)

8. 6075 Poplar Ave., Suite 800, Memphis, TN 38119-4709
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Perkins Management Company, Inc. 6075 POPLAR AVENUE, SUITE 800
911689 MEMPHIS, TN 38119

10. 6075 POPLAR AVENUE, SUITE 800, MEMPHIS, TN 38119
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 6075 POPLAR AVENUE, SUITE 800, MEMPHIS, TN 38119
(Mailing Address of Limited Partnership)

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This 18TH day of DECEMBER, 1997.

97 DEC 22 AM 11:53

Richard K. Arras
General Partner

STATE OF TENNESSEE

COUNTY OF SHELBY

THE FOREGOING instrument was acknowledged and sworn to before me this 18TH day of DEC, 1997, by RICHARD K. ARRAS, PRESIDENT OF PERKINS MANAGEMENT COMPANY INC. (Name of General Partner) of PERKINS FAMILY RESTAURANTS, L.P. (Name of Limited Partnership), A DELAWARE (State or Country) Limited

Partnership, on behalf of the Limited Partnership.

Sheryl B. Jones
Notary Public
State of TN at Large

(SEAL)

My Commission Expires:
My Commission Expires March 16, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

RICHARD K. ARRAS, PRESIDENT OF
BEFORE ME, the undersigned, personally appeared PERKINS MANAGEMENT COMPANY, INC., A
general partner of PERKINS FAMILY RESTAURANTS, L.P., a (an)
DELAWARE, limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 71,759,774.

2. The anticipated amount of the capital contributions of the limited partners that are allo-
cated for the purposes of transacting business in Florida is \$ 11,584,252

This 18TH day of DECEMBER, 1997

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true,
to the best of my knowledge and belief.

PERKINS MANAGEMENT COMPANY, INC.
General Partner

Richard K. Arras

RICHARD K. ARRAS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 AM 11:53

STATE OF Tennessee
COUNTY OF Shelby
DATE December 18, 1997

Richard K. Arras PRESIDENT OF PERKINS MANAGEMENT COMPANY, INC.,
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared
Richard K. Arras (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 18th day of December,
1997.

Sheryl D. Jones

Notary Public

State of Tennessee at Large
My Commission Expires:
My Commission Expires March 16, 1999

