



THE UNITED STATES
CORPORATION
COMPANY

B99000000247

ACCOUNT NO. : 072100000032
REFERENCE : 282492 7170708
AUTHORIZATION :
COST LIMIT : *Patricia Pizzuto*

ORDER DATE : June 22, 1999
ORDER TIME : 10:11 AM
ORDER NO. : 282492-010
CUSTOMER NO: 7170708

CUSTOMER: Ms. Julie Skukalek
Carrabba's Italian Grill, Inc.
Suite 210
405 North Reo Street
Tampa, FL 33609

9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 24 AM 11:22

FOREIGN FILINGS

400002914194--8

RECEIVED

99 JUN 24 AM 10:42

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME: RCF ROCKY TOP, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Harry B. Davis

m/k

6/24/99

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

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1. RCF ROCKY TOP, 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. May 25, 1999
(State of Formation) (Date of Formation)

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

1201 Hays street

6. _____
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

Deborah Al Skipper as agent
(Agent must sign on this line)

8. 543 Midway Circle, Brentwood, TN 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

RCF ENTERPRISES, LLC 543 Midway Circle
Brentwood, TN 37027

M9900000761

10. 543 Midway Circle, 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. 543 Midway Circle, Brentwood, TN 37027

(Mailing Address of Limited Partnership)

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COMMISSION OF CORPORATIONS
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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 23 day of June, 1999

Robert C. Frey
General Partner

STATE OF FL

COUNTY OF Hillsborough

On this 23 day of June, 1999

Robert C. Frey personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Julie Skukalek
(Notary Public Signature)

Julie Skukalek
(Notary's Printed Name)

Seal My Commission Expires: Dec. 3, 1999



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Robert C. Frey,
a general partner of RCE ROCKY TOP, L.P., a (an) Tennessee
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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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 23 day of June, 19 99.

Robert C. Frey
General Partner

STATE OF FL

COUNTY OF Hillsborough

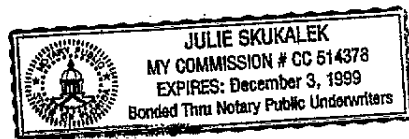
On this 23 day of June, 19 99,

Robert C. Frey, personally appeared before me,

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

Julie Skukalek
(Notary Public Signature)

Julie Skukalek
(Notary's Printed Name)



Seal

My Commission Expires: