



THE UNITED STATES
CORPORATION
COMPANY

A00000000498

ACCOUNT NO. : 072100000032

REFERENCE : 630769 7170708

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 446.25

ORDER DATE : March 20, 2000

ORDER TIME : 12:06 PM

ORDER NO. : 630769-005

100003175751--0

CUSTOMER NO: 7170708

CUSTOMER: Ms. Julie Skukalek
CARRABBA'S ITALIAN GRILL, INC.
CARRABBA'S ITALIAN GRILL, INC.
5th Floor
2202 North Westshore Blvd.
Tampa, FL 33607

DOMESTIC FILING

NAME: CARRABBA'S/DALLAS-I,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY

XX___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

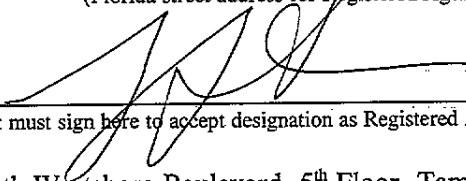
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 8:48

RECEIVED
00 MAR 20 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
3/20/00

CERTIFICATE OF LIMITED PARTNERSHIP

1. CARRABBA'S/DALLAS-I, LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Business address of Limited Partnership)
3. JOSEPH J. KADOW
(Name of Registered Agent for Service of Process)
4. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2040
8. Name(s) of general partner(s): _____ Street address: _____

CARRABBA'S ITALIAN GRILL, INC.

2202 North Westshore Boulevard, 5th Floor
Tampa, Florida 33607

9950000036 26

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 17th day of MARCH, 2000.

Signature of all general partners:

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

By: 
ROBERT S. MERRITT, Sr. Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 8:48

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 08 AM 8:48

The undersigned, constituting all of the general partners of CARRABBA'S/DALLAS-I, 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 \$50,000.

Signed this 17TH day of MARCH, 2000.

FURTHER AFFLIANT 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.

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

By: 

ROBERT S. MERRITT, Sr. Vice President