



THE UNITED STATES
CORPORATION
COMPANY

A00000000549

ACCOUNT NO. : 072100000032

REFERENCE : 642376 7170708

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 148.75

ORDER DATE : March 28, 2000

ORDER TIME : 10:24 AM

ORDER NO. : 642376-040

700003187997--9

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

00 MAR 29 PM 2:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: OS LOUISIANA, LTD.

EFFECTIVE DATE: *(3)*

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 29 AM 11:25

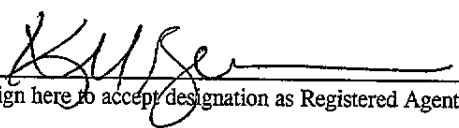
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

OS LOUISIANA, LTD.


1. OS LOUISIANA, LTD.
(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. KELLY M. BRAUN
(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: 12/31/2038
8. Name(s) of general partner(s): OS LOUISIANA, INC. Street address: 2202 North Westshore Boulevard, 5th Floor Tampa, Florida 33607

800000005607

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 27th day of March, 2000.

OS LOUISIANA, INC., a Florida corporation, as the
sole General Partner

By: 
Chris T. Sullivan, Chief Executive Officer

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

The undersigned, constituting the sole general partner of OS LOUISIANA, LTD., a Florida Limited Partnership, certify that:

1. The amount of capital contributions to date of the limited partners is \$ 0
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 0.

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.

Signed this 27th day of March, 2000.

OS LOUISIANA, INC., a Florida corporation, as
General Partner

By: Chris T. Sullivan
Chris T. Sullivan, Chief Executive Officer

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