



THE UNITED STATES
CORPORATION
COMPANY

A000000000603

ACCOUNT NO. : 072100000032

REFERENCE : 642376 7170708

AUTHORIZATION :

Patricia Pizzini

COST LIMIT : \$ 271.25

ORDER DATE : March 28, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 642376-020

3000003188003--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

DOMESTIC FILING

NAME: FLEMING'S/NORTHEAST-I, LIMITED
PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 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

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 AM 11:54

3/c 4/11/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 2000

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: FLEMINGS'S/NORTHEAST-I, LIMITED PARTNERSHIP
Ref. Number: W00000008491

We have received your document for FLEMINGS'S/NORTHEAST-I, LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$271.25. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, its general partner -- OUTBACK/FLEMING'S, LLC -- will have to be filed.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 500A00017482

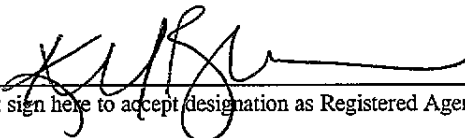
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Please have original
submitted as file copy

RECEIVED
00 APR 10 AM 9:55
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLEMING'S/NORTHEAST-I, LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 AM 11:54

1. FLEMING'S/NORTHEAST-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. 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. OUTBACK/FLEMING'S, LLC 2202 North Westshore Boulevard, 5th Floor
M 00000000653 Tampa, Florida 33607
Name(s) of general partner(s): Street address:

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 23rd day of March, 2000.

OUTBACK/FLEMING'S, LLC,
a Delaware limited liability company, as the sole General
Partner

By: 
Chris T. Sullivan, Manager

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

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DIVISION OF CORPORATIONS
00 APR 10 PM 11:54

The undersigned, constituting the sole general partner of FLEMING'S/NORTHEAST-I, LIMITED PARTNERSHIP, 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 \$ 25,000.00.

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 23rd day of March, 2000.

OUTBACK/FLEMING'S, LLC,
a Delaware limited liability company, as General
Partner

By: Chris T. Sullivan
Chris T. Sullivan, Manager