



ACCOUNT NO. : 072100000032

REFERENCE : 988966 7170708

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 612.50

ORDER DATE : February 2, 2001

ORDER TIME : 2:36 PM

ORDER NO. : 988966-005

CUSTOMER NO: 7170708

CUSTOMER: Ms. Julie Skukalek
Carrabba's Italian Grill, Inc. 800003631778--4

5th Floor
2202 North Westshore Blvd.
Tampa, FL 33607

DOMESTIC FILING

NAME: CARRABBA'S/MID AMERICAN-I,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 FEB -2 PM 3:49

FILED

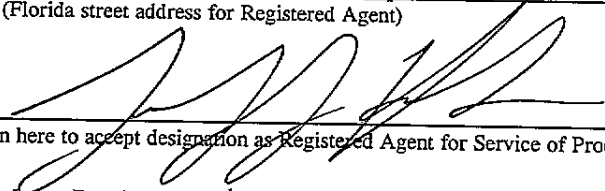
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 FEB -2 PM 3:08

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP

1. CARRABBA'S/MID AMERICA-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: 12/31/2038
8. Name(s) of general partner(s):
CARRABBA'S ITALIAN GRILL, INC.
P95-3626
Street address:
2202 North Westshore Blvd., 5th Floor
Tampa, Florida 33607

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 1 day of February, 2001.

Signature of all general partners:

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

By: 

STEVEN T. SILEMON, President

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FILED
CLERK OF DISTRICT COURT
TAMPA, FLORIDA

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

The undersigned, constituting all of the general partners of Carrabba's/Mid America-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 \$75,000.

Signed this 1 day of February, 2001.

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.

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

By: 
STEVEN T. SHLEMON, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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