



A01000001069

ACCOUNT NO. : 072100000032

REFERENCE : 406619 84041A

AUTHORIZATION :

COST LIMIT : \$ 612.50

FILED
AUG - 8 PM 3:35
SECRETARY OF STATE
TAMPA, FLORIDA

Patricia P...

ORDER DATE : August 8, 2001

ORDER TIME : 1:49 PM

ORDER NO. : 406619-005

CUSTOMER NO: 84041A

CUSTOMER: Ms. Norma Deguenther
Outback Steakhouse Of Florida,
Inc
5th Floor
2202 North Westshore Blvd.
Tampa, FL 33607

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG - 8 PM 3:18
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: OUTBACK/MEMPHIS, LIMITED
PARTNERSHIP

EFFECTIVE DATE: (3)

400004525234--8

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

BK

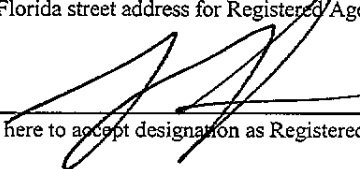
XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
OUTBACK/MEMPHIS, LIMITED PARTNERSHIP

FILED
01 AUG -8 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

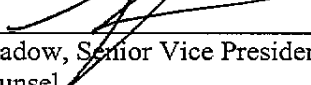
1. OUTBACK/MEMPHIS, LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Business address of Limited Partnership)
3. JOSEPH J. KADOW
(Name of Registered Agent for 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.

<u>Name(s) of general partner(s):</u>	<u>Street address:</u>
OUTBACK STEAKHOUSE OF FLORIDA, INC. <u>589 475</u>	2202 North Westshore Boulevard, 5th Floor <u>Tampa, Florida 33607</u>
PL INVESTMENTS HOLDINGS, INC. <u>997000088633</u>	5918 Bahama Shores Drive South <u>St. Petersburg FL 33705</u>

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 20th day of July, 2001.

OUTBACK STEAKHOUSE OF FLORIDA, INC.,
a Florida corporation, General Partner

By: 
Joseph J. Kadow, Senior Vice President and
General Counsel

PL INVESTMENTS HOLDINGS, INC.,
a Florida corporation, General Partner

By: 
P.J. Benton, President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting the sole general partner of OUTBACK/MEMPHIS, PARTNERSHIP, a Florida Limited Partnership, certify that:

1. The amount of capital contributions to date of the limited partners is \$75,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$75,000.

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 20th day of July, 2001.

OUTBACK STEAKHOUSE OF FLORIDA, INC.,
a Florida corporation, General Partner

By: 

Joseph J. Kadow, Senior Vice President and
General Counsel

PL INVESTMENTS HOLDINGS, INC.,
a Florida corporation, General Partner

By: 

P.J. Benton, President