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ACCOUNT NO. : 072100000032

REFERENCE : 377810 7170708

AUTHORIZATION :

COST LIMIT : \$ 437.50

FILED
FEB 14 AM 9:38
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 14, 2002

ORDER TIME : 3:36 PM

ORDER NO. : 377810-010

CUSTOMER NO: 7170708

500004928415--6

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

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

DOMESTIC FILING

NAME: CARRABBA'S/METRO, LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

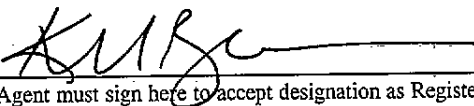
EXAMINER'S INITIALS: _____

RECEIVED
02 FEB 14 PM 4:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
02 FEB 14 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CARRABBA'S/METRO, 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: 12/31/2039
8. Name(s) of general partner(s): 995000003426 Street address:
CARRABBA'S ITALIAN GRILL, INC. 2202 North Westshore Blvd., 5th Floor
Tampa, Florida 33607

900000005856
WIBEL GROUP OF MICHIGAN, INC. 581 Bennington
Bloomfield Hills, MI 48304

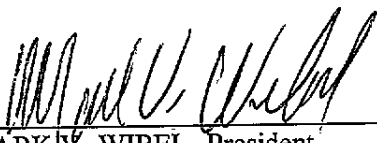
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Signed this 7 day of February, 2002.

Signature of all general partners:

WIBEL GROUP OF MICHIGAN, INC.,
a Michigan corporation, as general partner

CARRABBA'S ITALIAN GRILL, INC.,
a Florida corporation, as general partner

By: 
MARK V. WIBEL, President

By: 
STEVEN T. SILEMON, President

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

FILED
02 FEB 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the general partners of Carrabba's/Metro, 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 7 day of February, 2002.

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.

WIBEL GROUP OF MICHIGAN, INC.,
a Michigan corporation, as general partner

By:


MARK W. WIBEL, President

CARRABBA'S ITALIAN GRILL, INC.,
a Florida corporation, as general partner

By:


STEVEN T. SHLEMON, President