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ACCOUNT NO. : 072100000032

REFERENCE : 674476 7170708

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ ~~140.00~~ *2102.50*

per Singer

ORDER DATE : July 23, 2002

ORDER TIME : 12:01 PM

ORDER NO. : 674476-005

CUSTOMER NO: 7170708

400006595534--2

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

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

DOMESTIC FILING

NAME: CARRABBA'S/LEXINGTON,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS:

APPROVED
AND
FILED

02 JUL 23 PM 3:29

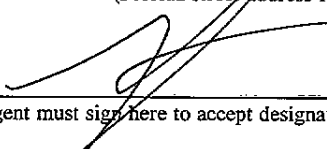
RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 23 PM 2:24

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B
7-23-02

CERTIFICATE OF LIMITED PARTNERSHIP

1. CARRABBA'S/LEXINGTON, 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: 12/31/2039

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

RCF/LEXINGTON, L.P.

636 Good Springs Road
Brentwood, TN 37027

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 12 day of July, 2002.

Signature of all general partners:

RCF/LEXINGTON, L.P., a
Tennessee limited partnership
as General Partner,

By: RCF ENTERPRISES, LLC a Tennessee
limited liability company as its general partner

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

By: 
ROBERT C. FREY, Chief Manager

By: 
STEVEN T. SHLEMON, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned, constituting all of the general partners of Carrabba's/Lexington, 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 \$25,000.

Signed this 12 day of July, 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.

RCF/LEXINGTON, L.P., a
Tennessee limited partnership
as General Partner,
By: RCF ENTERPRISES, LLC a Tennessee
limited liability company as its general partner

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

By: Robert C Frey
ROBERT C. FREY, Chief Manager

By: Steven T Shlemon
STEVEN T. SHLEMON, President

02 JUL 23 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED