

Certificate of Limited Partnership

**A04000000370
FILED
March 08, 2004
Sec. Of State**

Name of Limited Partnership:

CARRABBA'S/TRI STATE-II, LIMITED PARTNERSHIP

Business Address of Limited Partnership:

2202 N. WEST SHORE BLVD.
5TH FLOOR
TAMPA, FL. US 33607

Mailing Address of Limited Partnership:

2202 N. WEST SHORE BLVD.
5TH FLOOR
TAMPA, FL. US 33607

The name and Florida street address of the registered agent is:

JOSEPH J KADOW
2202 N. WEST SHORE BLVD.
5TH FLOOR
TAMPA, FL. 33607

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JOSEPH J. KADOW

The latest date upon which the Limited Partnership is to be dissolved is:

INDEFINATELY

The name and address of all general partners are:

Title: G
CARRABBA'S ITALIAN GRILL, INC.
2202 N. WEST SHORE BLVD., 5TH FLOOR
TAMPA, FL. 33607 US

The effective date for this Limited Partnership shall be:

03/08/2004

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
CARRABBA'S/TRI STATE-II, LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
0.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
25,000.00

Signed this Eighth day of March, 2004

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

General Partner Signature: JOSEPH J. KADOW, VP AND SECRETARY