

Certificate of Limited Partnership

A05000002196
FILED
December 12, 2005
Sec. Of State
dcushing

Name of Limited Partnership:

FLEMING'S/LOS ANGELES, 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:

12/12/2045

The name and address of all general partners are:

Title: G
OUTBACK/FLEMING'S, LLC
2202 N WEST SHORE BLVD., 5TH FLOOR
TAMPA, FL. 33607 US

The effective date for this Limited Partnership shall be:

12/12/2005

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

A05000002196
FILED
December 12, 2005
Sec. Of State
dcushing

The undersigned constituting all of the general partners of:
FLEMING'S/LOS ANGELES, 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:

0.00

Signed this Twelfth day of December, 2005

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