

Certificate of Limited Partnership

A06000000787
FILED
June 16, 2006
Sec. Of State
gharvey

Name of Limited Partnership:

FLEMING'S/WALNUT CREEK, LIMITED PARTNERSHIP

Street Address of Limited Partnership:

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

Mailing Address of Limited Partnership:

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

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

JOSEPH J KADOW
2202 NORTH 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 name and address of all general partners are:

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

The effective date for this Limited Partnership shall be:

06/16/2006

Signed this Sixteenth day of June, 2006

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