



THE UNITED STATES
CORPORATION
COMPANY

A98000000537

ACCOUNT NO. : 072100000032

REFERENCE : 703984 84041A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$96.25

37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 3:49

ORDER DATE : February 12, 1998

ORDER TIME : 10:36 AM

600002428846--0

ORDER NO. : 703984-005

CUSTOMER NO: 84041A

CUSTOMER: Ms. Norma Deguenther
OUTBACK STEAKHOUSE OF FLORIDA,
INC
Suite 200
550 North Reo Street
Tampa, FL 33609

RECEIVED
98 FEB 12 AM 11:34
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ~~OUTBACK~~ SPORTS MANAGEMENT,
LTD.

W 98-3223

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

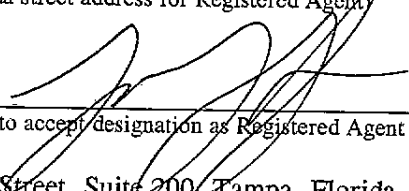
2/25 BKC
2/25/98

CERTIFICATE OF LIMITED PARTNERSHIP

OF

OS SPORTS MANAGEMENT, LTD.

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DIVISION OF CORPORATIONS
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1. OS SPORTS MANAGEMENT, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 550 North Reo Street, Suite 200, Tampa, Florida 33609
(Business address of Limited Partnership)
3. JOSEPH J. KADOW
(Name of Registered Agent for Service of Process)
4. 550 North Reo Street, Suite 200, Tampa, Florida 33609
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 550 North Reo Street, Suite 200, Tampa, Florida 33609
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2038

8. Name(s) of general partner(s): OUTBACK SPORTS, LTD. Street address: 550 North Reo Street, Suite 200
Tampa, Florida 33609

8980000536
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.

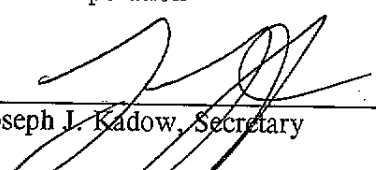
Signed this 30th day of January, 19 98.

OUTBACK SPORTS, LTD, a Florida limited partnership, as the General Partner

OUTBACK SPORTS, LLC, a Delaware limited liability company, as the General Partner

By its sole member:

OUTBACK STEAKHOUSE, INC., a Delaware corporation

By: 
Joseph J. Kadow, Secretary

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

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DIVISION OF CORPORATIONS
98 FEB 25 PM 3:49

*The undersigned, constituting the sole general partner of OS SPORTS
MANAGEMENT, LTD., a Florida Limited Partnership, certify that:*

1. The amount of capital contributions to date of the limited partners is \$1,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

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.

Signed this 30th day of January, 19 98.

OUTBACK SPORTS, LTD, a Florida limited partnership, as the General Partner

OUTBACK SPORTS, LLC, a Delaware limited liability company, as the General Partner

By its sole member:

OUTBACK STEAKHOUSE, INC., a Delaware corporation

By: 

Joseph J. Kadow, Secretary

NORMA/WTP98/OSM-LLC2