



THE UNITED STATES
CORPORATION
COMPANY

A98000002504

ACCOUNT NO. : 072100000032

REFERENCE : 022527 84041A

AUTHORIZATION :

COST LIMIT : \$ ~~96.25~~ *Patricia Pizitz* 96.25

ORDER DATE : November 5, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 022527-005

CUSTOMER NO: 84041A

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

RECEIVED

98 NOV -5 AM 11:23

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: OUTBACK CATERING COMPANY-II,
LIMITED PARTNERSHIP

400002681244--2

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

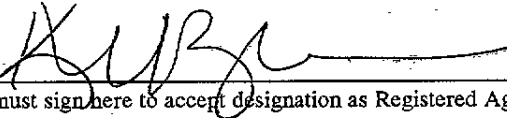
EXAMINER'S INITIALS: *PK*

11/5/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:11

CERTIFICATE OF LIMITED PARTNERSHIP
OF
OUTBACK CATERING COMPANY-II, LIMITED PARTNERSHIP


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:11

1. OUTBACK CATERING COMPANY-II, LIMITED PARTNERSHIP
(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. KELLY M. BRAUN
(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. OUTBACK STEAKHOUSE OF FLORIDA, INC. 550 North Reo Street, Suite 200
Tampa, Florida 33609
289475

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 4 day of November, 19 98.

OUTBACK STEAKHOUSE OF FLORIDA, INC., a
Florida corporation, as the sole General Partner

By: 
Robert D. Basham, Chief Operating Officer

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:11

*The undersigned, constituting the sole general partner of OUTBACK CATERING COMPANY
II, LIMITED PARTNERSHIP, a Florida Limited Partnership, certify that:*

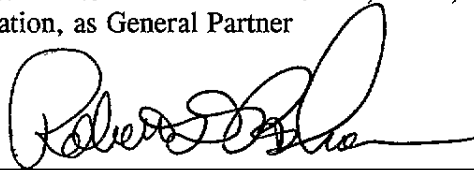
1. The amount of capital contributions to date of the limited partners is \$ 0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.

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 4th day of Nov, 19 98.

OUTBACK STEAKHOUSE OF FLORIDA, INC., a
Florida corporation, as General Partner

By: 
Robert D. Basham, Chief Operating Officer