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June 26, 2000

Roswell Road

Building 600

Atlanta

Georgia

30350

Via Federal Express Delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700003306277-2
-06/27/00-01048-004
*****52.50 *****52.50

Re: 34863 Emerald Coast Parkway Limited Partnership

Telephone:

Dear Sir or Madam:

(770) 399-9595

Enclosed please find the Certificate of Amendment to Application for Registration along with RARE Hospitality's check no. 1000595 in the amount of \$52.50, herein submitted for the above-referenced matter.

Please note that you may contact Joia M. Johnson, Executive Vice President, General Counsel and Secretary for RARE. You may reach her at (770) 551-5469.

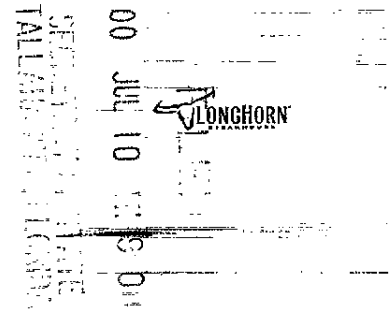
Should you have any questions, please feel free to give her a call.

Sincerely,

A handwritten signature in dark ink, appearing to read "Deedra Watts", with a stylized flourish at the end.

Deedra Watts
Legal Assistant

/dw
Enclosures



mt
7/12

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

34863 Emerald Coast Parkway Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

RARE Hospitality International, Inc.

By: 

Joia M. Johnson

(Signature of a General Partner)

(Typed or printed name of General Partner signing above)

STATE OF GEORGIA

COUNTY OF FULTON


On this 22nd day of June, 2000, Joia M. Johnson personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



(Notary Public Signature)

Deedra Watts

(Notary's Printed Name)

Seal

My Commission Expires: _____

Notary Public, Cobb County, Georgia
My Commission Expires Dec. 4, 2001