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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 809240 4322291
AUTHORIZATION : *Patricia Pzyts*
COST LIMIT : \$ 87.50

ORDER DATE : May 6, 1998
ORDER TIME : 12:11 PM
ORDER NO. : 809240-005
CUSTOMER NO: 4322291
CUSTOMER: Tracy King, Legal Asst
Powell Goldstein Frazer &
16th Floor
191 Peachtree St., N.e.
Atlanta, GA 30303

FILED
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DIVISION OF CORPORATIONS
98 MAY -7 PM 1:52

000002515690-2

FOREIGN FILINGS

NAME: RT WEST PALM BEACH FRANCHISE,
L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

(4)

bxp
5/7/98

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98 MAY -7 PM 1:16
DIVISION OF CORPORATION

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RT West Palm Beach Franchise, L.P.

1. (Name of limited partnership as it is in the home state)

RT West Palm Beach Franchise, Ltd.

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. May 4, 1998 (Date of Formation)

5. Corporation Service Company (Name of Registered Agent for Service of Process)

6. 1201 Hays Street (Street Address of Registered Office)

Tallahassee, Florida 32301 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Karen B. Rozar Karen B. Rozar, As Its Agent (Agent must sign on this line)

8. 301 Cameron Court, Daphne, Alabama 36526

(Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: EMPIre Concepts, Inc., 301 Cameron Court, Daphne, Alabama 36526. Includes handwritten number 998060040150.

10. c/o Ruby Tuesday, Inc., 4721 Morrison Drive, Mobile, Alabama 36620 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. 301 Cameron Court

Daphne, Alabama 36526

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 4 day of May, 19 98
EMPIRE Concepts, Inc.

By: *Eric M. Paul*
General Partner

STATE OF Alabama

COUNTY OF Mobile

On this 4 day of May, 19 98

Eric M. Paul personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Mary Jane Trainor
(Notary Public Signature)

Mary Jane Trainor
(Notary's Printed Name)

Seal My Commission Expires: 12/10/2001

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared the President of Empire Concepts, Inc.
a general partner of RT West Palm Beach Franchise, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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1. The amount of capital contributions of the limited partners is \$ 1,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 4 day of May, 19 98
Empire Concepts, Inc.

By: Eric M. Paul
General Partner

STATE OF Alabama
COUNTY OF Mobile

On this 4 day of May, 19 98,

Eric M. Paul, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Mary Jane Trainor
(Notary Public Signature)

Mary Jane Trainor
(Notary's Printed Name)

Seal

My Commission Expires:

12/10/2001