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ACCOUNT NO. : 072100000032
 REFERENCE : 704151 7170708
 AUTHORIZATION : *Patricia Pignato*
 COST LIMIT : \$ 87.50

FILED IN STATIONS
 SECRETARY OF CORPORATIONS
 00 MAY 19 PM 9:29

ORDER DATE : May 19, 2000

ORDER TIME : 3:32 PM

ORDER NO. : 704151-005

200003261032--9

CUSTOMER NO: 7170708

(u)

CUSTOMER: Ms. Julie Skukalek
 Carrabba's Italian Grill, Inc.
 5th Floor
 2202 North Westshore Blvd.
 Tampa, FL 33607

FOREIGN FILINGS

NAME: RY-8, INC.

XXXX QUALIFICATION (TYPE: CO)

hyc 5/12

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
 00 MAY 19 PM 4:46
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FL 32312

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

STATE OF FLORIDA
DEPARTMENT OF CORPORATIONS
MAY 19 9:29 AM

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RY-8, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Hawaii 3. 99-0343342
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 25, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 745 Fort Street, Suite 600
Honolulu, Hawaii 96813
(Current mailing address)

8. hold a ownership interest in a restaurant company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Kama R. Rind
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Roy Yamaguchi

Address: 250 Kawaihae Street, #18C, Honolulu, HI 96825

Director: Terrence M. Lee

Address: 713 Ailuna Street, Honolulu, HI 96821

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President and Treasurer: Roy Yamaguchi

Address: 250 Kawaihae Street, #18C, Honolulu, HI 96825

Vice President and Secretary: Terrence M. Lee

Address: 713 Ailuna Street, Honolulu, HI 96821

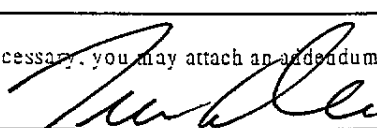
Secretary: _____

Address: _____

Treasurer: _____

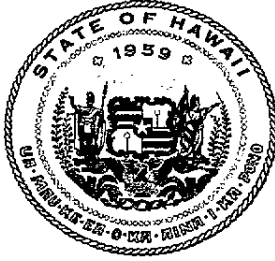
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terrence M. Lee, Vice President, Secretary and Director
(Typed or printed name and capacity of person signing application)

FILED
STATE
DEPARTMENT OF CORPORATIONS
00 MAY 19 AM 9:29



FILED
STATE
DIVISION OF CORPORATIONS
00 MAY 19 AM 9:19

Department of Commerce and Consumer Affairs

CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department

RY-8, INC.

was incorporated under the laws of Hawaii on 06/25/1999 ; that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 05/16/2000

Director of Commerce and Consumer Affairs

By

Commissioner of Securities

