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REFERENCE

COST LIMIT

7170708

AUTHORIZATION



ORDER DATE: July 10, 2001

ORDER TIME: 10:38 AM

ORDER NO. : 215812-010

CUSTOMER NO: 7170708



CUSTOMER: Ms. Julie Skukalek

Carrabba's Italian Grill, Inc.

5th Floor

2202 North Westshore Blvd.

Tampa, FL 33607

200004471152-

FOREIGN FILINGS

NAME:

WIBEL GROUP OF MID AMERICA,

INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER:

EDIVISION OF CORPORATION

ACATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

JMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO K. GISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. WIBEL GROUP OF MID AMERICA, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.) MICHIGAN (State or country under the law of which it is incorporated) JUNE 1, 2001 (Duration: Year corp. will cease to exist or "perpetual") (Date of incorporation) UPON QUALIFICATION (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 581 BENNINGTON, BLOOMFIELD HILLS, MI 48304 (Principal office address) 581 BENNINGTON, BLOOMFILED HILLS, MI 48304 (Current mailing address) FULL SERVICE RESTAURANT (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) Corporation Service Company Name: 1201 Hays Street Office Address: Tallahassee (City) 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. tion Ser BRIAN COURTNEY, ASST. V.P. (Registered agent's signature)

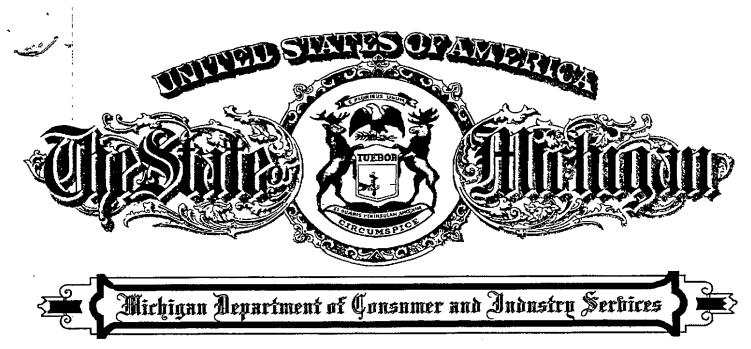
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS Chairman: _ Address: _____ Vice Chairman: ___ Address: Director: MARK V. WIBEL Address: 581 BENNINGTON, BLOOMFIELD HILLS, MI 48304 Director: Address: **B. OFFICERS** President: MARK V. WIBEL Address: 581 BENNINGTON, BLOOMFIELD HILLS, MI 48304 Vice President: Address: _ Secretary: Address: Treasurer: Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

(Typed or printed name and capacity of person signing application)

14. MARK V. WIBEL, PRESIDENT



Lansing, Michigan

This is to Certify That

WIBEL GROUP OF MID-AMERICA, INC.

was validly incorporated on June 1, 2001, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 11th day of July, 2001

free of Metal f ___ , Director

Bureau of Commercial Services