

F09000001622

Division of Corporations

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Florida Department of State
Division of Corporations
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2009 APR - 8
SECRETARY OF STATE
TALLAHASSEE, FL
RE-SUBMIT

FOREIGN PROFIT/NONPROFIT CORPORATION

RT South Florida, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04 04
Estimated Charge	\$70.00

\$1,000

Please give to:
Diane Cushing
Thank You!

Electronic Filing Menu

Corporate Filing Menu

Help

Per KB
5000 fee
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RubyTuesday

150 WEST CHURCH AVENUE
MARYVILLE, TENNESSEE 37801
P 865-379-5700
WWW.RUBYTUESDAY.COM

April 15, 2009

Ms. Diane Cushing
Florida Department of Revenue

Re: RT South Florida, Inc. FEIN 62-1697232
RT West Palm Beach, Inc. FEIN 63-1196980

Dear Ms. Cushing:

Ruby Tuesday, Inc. ("RTI") submits the following information in connection with the pending Applications by Foreign Corporation for Authorization to Transact Business for the above named entities.

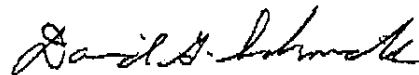
RT South Florida, Inc. (a wholly-owned subsidiary of RTI) served as "special limited partner" of RT South Florida Franchise, Ltd. until it was admitted as General Partner effective December 6, 2006.

RT West Palm Beach, Inc. (a wholly-owned subsidiary of RTI) served as "special limited partner" of RT West Palm Beach Franchise, Ltd. until it was admitted as General Partner effective June 6, 2007.

It is RTI's understanding (based on section 607.1501(2)(1), Florida Statutes) that it was not necessary that a special limited partner entity be qualified to transact business in Florida. In addition, RTI did not learn of Florida's requirement of qualification by general partner entities until it began preparation of the 2009 Annual Reports for the two (2) limited partnerships. Therefore, we respectfully request that the Department of Revenue consider abating and/or waiving any penalties for failure to qualify.

Thank you very much for your assistance and consideration. Please contact me at 865-379-5712 if you have any questions or require any further information.

Sincerely,



David G. Schmidt
Vice President, Tax and Treasury

/mjl



April 9, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: RT SOUTH FLORIDA, INC.
REF: W09000016731

We have received your document for RT SOUTH FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that RT SOUTH FLORIDA, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 2003, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$6,900.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000083497
Letter Number: 309A00012047

RE-SUBMIT

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date of submission 4/8/09

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

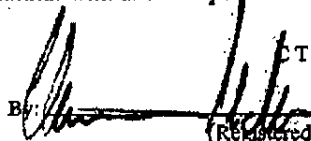
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. RT South Florida, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Georgia 3. 62-1697232
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/09/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 150 West Church Avenue, Maryville, TN 37801
(Principal office address)
Same
(Current mailing address)
8. To serve as general partner of RT South Florida Franchise, Ltd.
(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 NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (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.

By:  C T Corporation System
(Registered agent's signature) **Chris McNear**
Assistant Secretary

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.

FILED

2009 APR - 8 P 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: S. E. Beall, III

Address: 150 West Church Avenue
Maryville, TN 37801

Vice Chairman: _____

Address: _____

Director: Marguerite N. Duffy

Address: 150 West Church Avenue
Maryville, TN 37801

Director: Scarlett May

Address: 150 West Church Avenue
Maryville, TN 37801

B. OFFICERS

President: S. E. Beall, III

Address: 150 West Church Avenue
Maryville, TN 37801

Vice President: Marguerite N. Duffy

Address: 150 West Church Avenue
Maryville, TN 37801

Secretary: Scarlett May

Address: 150 West Church Avenue, Maryville, TN 37801

Treasurer: Marguerite N. Duffy

Address: 150 West Church Avenue, Maryville, TN 37801

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Scarlett May, Secretary
(Typed or printed name and capacity of person signing application)

Control No. K721420

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

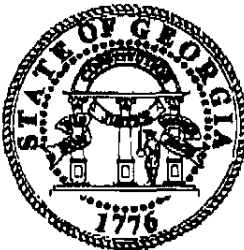
RT SOUTH FLORIDA, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 06/09/1997 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 8th day of April, 2009

Karen C Handel
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA