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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

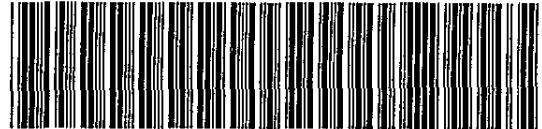
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STATE
TALLAHASSEE
FLORIDA



August 30, 2004

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Carrabba's of Baton Rouge, LLC and Fleming's of Baton Rouge, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for the above entities along with two checks in the amount of \$150.00 each payable to the Florida Department of State.

Please return proof of filing to my attention at:

OSI
2202 North West Shore Blvd., 5th Floor
Tampa, Florida 33607
Attn: Julie Skukalek

Should you have any questions please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Julie Skukalek", is written over the typed name and title. The signature is fluid and cursive, with a large loop at the beginning.

Julie Skukalek
Corporate Paralegal

Cc: Ariane McQueen
Kathleen Beach

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CARRABBA'S OF BATON ROUGE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JULIE SKUKALEK
(Name of Person)

OSI
(Firm/Company)

2202 NORTH WEST SHORE BLVD., 5TH FLOOR
(Address)

TAMPA, FL 33607
(City/State and Zip Code)

For further information concerning this matter, please call:

JULIE SKUKALEK at (813) 288-8286
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

CARRABBA'S OF BATON ROUGE, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

2202 NORTH WEST SHORE BLVD., 5TH FL

TAMPA, FL 33607

Mailing Address:

2202 NORTH WEST SHORE BLVD., 5TH

TAMPA, FL 33607

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

JOSEPH J. KADOW

Name

2202 NORTH WEST SHORE BLVD., 5TH FLOOR

Florida street address (P.O. Box **NOT** acceptable)

TAMPA

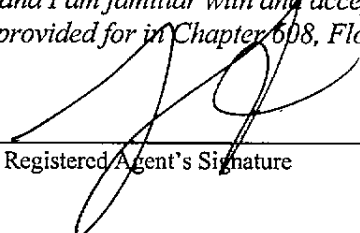
FLORIDA 33607

City, State, and Zip

04 AUG 31 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes..



Registered Agent's Signature

The name and address of each Manager or Managing Member is as follows:

"MGRM" = Managing Member

Name and Address:

MGRM

CARRABBA'S/GULF COAST-I, LIMITED PARTNERSHIP
2202 NORTH WEST SHORE BLVD., 5TH FL
TAMPA, FLORIDA 33607

MGR

JAMES POTEESTA

1600 GONVERNORS DRIVE #906
PENSACOLA, FL 32514

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joseph T. Kadow, Vice President

Typed or printed name of signee

Typed or printed name of signee
Carrabbia's Italian Grill, Inc.
General Partner of

Carrabba's Gulf Coast - I, Limited Partnership

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)