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ACCOUNT NO. : 072100000032
REFERENCE : 642376 7170708
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 160.00

FILED
00 APR -5 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2000

ORDER TIME : 9:41 AM

ORDER NO. : 642376-090 100003196561--8

CUSTOMER NO: 7170708

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

100-653
Or 4-5
[Handwritten signatures and initials]

FOREIGN FILINGS

NAME: OUTBACK/FLEMING'S, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 APR -5 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

OF

OUTBACK/FLEMING'S, LLC

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:*

1. OUTBACK/FLEMING'S, LLC
(Name of foreign limited liability company must end with the words 'limited company' or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 59-3599793
(FEI number, if applicable)

4. October 1, 1999
(Date of Organization)

5. December 31, 2039
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company on Florida: (attach additional page if necessary)

Name & Address:

Title

See attached list.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERES OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: OUTBACK/FLEMING'S, LLC

2. The name and address of the registered agent and office is:

Joseph J. Kadow
(Name)

2202 North Westshore Boulevard, 5th Floor, Tampa, Florida 33607
(P.O. Box not acceptable)

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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 positions as registered agent.


(Signature)

(Date)

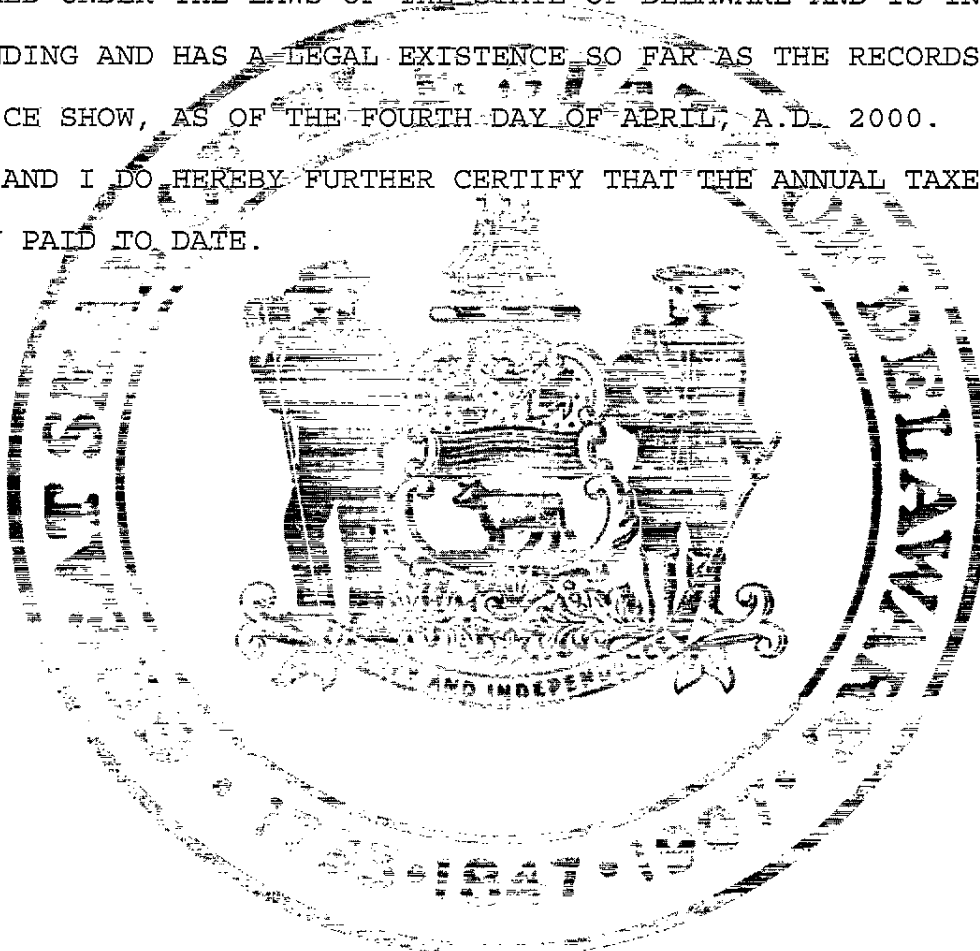
<u>Name</u>	<u>Title</u>
A. William Allen III 455 Newport Center Drive Newport Beach, California 92660	MGR
Paul M. Fleming 7150 East Camelback Road, Suite 239 Scottsdale, Arizona 85251	MGR
Michael O'Donnell 2202 North Westshore Boulevard, 5 th Floor Tampa, Florida 33607	MGR
Chris T. Sullivan 2202 North Westshore Boulevard, 5 th Floor Tampa, Florida 33607	MGR


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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUTBACK/FLEMING'S, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

3095684 8300

AUTHENTICATION: 0360222

001171800

DATE: 04-04-00