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ACCOUNT NO. : 072100000032

REFERENCE : 942028 84041A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 155.00

ORDER DATE : October 15, 2001

ORDER TIME : 9:37 AM

ORDER NO. : 942028-005

CUSTOMER NO: 84041A

700004639437--0

CUSTOMER: Ms. Norma Deguenther
Outback Steakhouse Of Florida,
5th Floor
2202 North Westshore Blvd.
Tampa, FL 33607

FOREIGN FILINGS

NAME: DOWN UNDER LLC

File 1st

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER:

DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

RECEIVED
01 OCT 17 AM 10:26

01 OCT 17 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

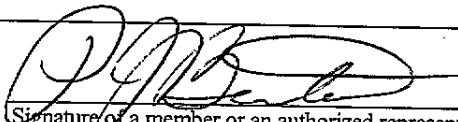
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10-17-01

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

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

1. DOWN UNDER LLC
(Name of foreign limited liability company)
2. Michigan
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 10/08/2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing.
(Date first transacted business in Florida. (See sections 608.502, and 817.155. F.S.))
7. 5918 Bahama Shores Drive South
St. Petersburg, Florida 33705
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒.
9. The name and usual business addresses of the managing members or managers are as follows:
PJ Benton, 5918 Bahama Shores Drive South, St. Petersburg, Florida 33705
Ricardo Solomon, 333 4th Street, Suite 1240, Detroit, Michigan 48226
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: any lawful business


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)
P. J. Benton
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**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.

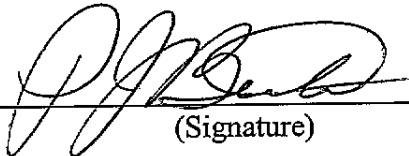
1. The name of the limited liability company is: Down Under, LLC

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

PJ Benton
(Name)

7. 5918 Bahama Shores Drive South, St. Petersburg, Florida 33705
(P.O. Box not acceptable)

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.

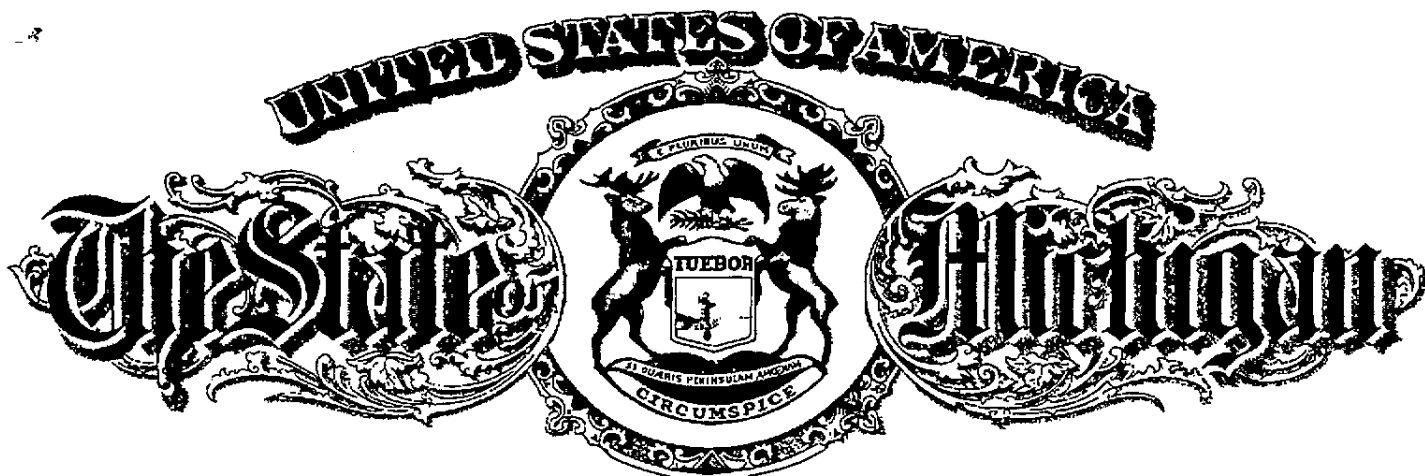

(Signature)

10/11/01
(Date)

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CLERK'S OFFICE
OCT 17 2001

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APPROVED
AND
FILED



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

DOWN UNDER LLC

a Michigan limited liability company, was formed on October 8, 2001.

I FURTHER CERTIFY that a Certificate of Dissolution has not been filed and the Articles of Organization are in full force and effect as of this date.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 15th day of October, 2001

Andrew L. Mitchell, Director

Bureau of Commercial Services