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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Grace Restaurant Partners II, LLC

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

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. The name of the Foreign Limited Liability Company is Grace Restaurant Partners II, L.L.C.
2. The Limited Liability Company was formed under the laws of the State of Delaware.
3. The Limited Liability Company was formed on May 10, 2007.
4. The Limited Liability Company will exist perpetually.

5. The address of the principal office is:

Sun Trust Center, Suite 1850
200 South Orange Avenue
Orlando, Florida 32801

6. The name of the Registered Agent for service of process is: Edward P. "Ned" Gra...
7. The street address of the registered office is:

Sun Trust Center, Suite 1850
200 South Orange Avenue
Orlando, Florida 32801

8. The Limited Liability Company is a member-managed company.
9. The usual business address of the managing member is:

Sun Trust Center, Suite 1850
200 South Orange Avenue
Orlando, Florida 32801

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.
11. The nature of business or purpose to be conducted or promoted in Florida is investment.

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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Under penalties of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this: 21st day of May, 2007.

Grace Restaurant Partners II, LLC

By: [Signature]

Edward P. "Ned" Grace III, Member and
Authorized Representative

STATE OF FLORIDA
COUNTY OF ORANGE

On this 21st day of May, 2007, personally appeared before me, Edward P. "Ned" Grace III Member of Grace Restaurant Partners II, LLC, general partner of Grace Restaurant Partners II, LP, who is personally known to me or whose identity I proved on the basis of

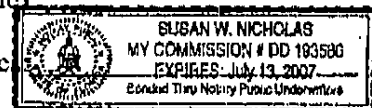
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[Signature]
Notary Public Signature

(Notary's Printed Name)

My commission expires

(SEAL)



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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "GRACE RESTAURANT PARTNERS II, 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 SEVENTEENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
NOT BEEN ASSESSED TO DATE.

4350050 8300

070576729



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5682747

DATE: 05-17-07

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