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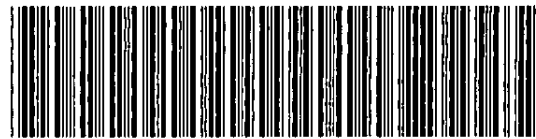
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**DATE:**

7/29/14

**NAME:** RED LOBSTER SEAFOOD CO., LLC

**TYPE OF FILING:** FOREIGN QUALIFICATION

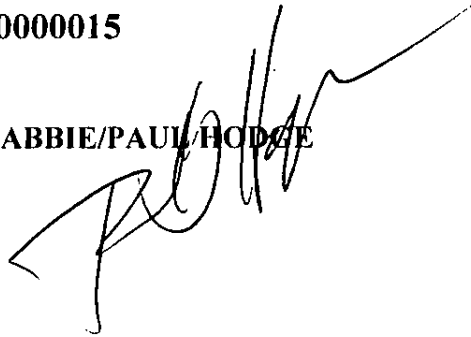
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TALLAHASSEE, FL 32301

FILED

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Red Lobster Seafood Co., LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. 46-5635043  
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

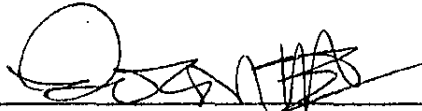
4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o Golden Gate Capital, 1 Embarcadero Center, Suite 3900,  
San Francisco, CA 94111  
(Street Address of Principal Office)

6. c/o Golden Gate Capital, One Embarcadero Center, Suite 3900,  
San Francisco, CA 94111  
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  
Kim Lopdrup - Manager - 1 Embarcadero Ctr., 39FL, S.F., CA 94111  
William Lambert - Manager - 1 Embarcadero Ctr., 39FL., S.F., CA 94111

8. 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)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Horace G. Dawson, III/Vice President & Secretary  
Typed or printed name of signee

FILED

2014 JUL 29 AM 9:39

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Red Lobster Seafood Co., LLC

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

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

CT Corporation System

(Name)

1100 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

*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 605, Florida Statutes.*

Naseem A. Conde

(Signature)

**NASEEM A. CONDE  
SPECIAL ASST. SECRETARY**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

2014 JUL 29 AM 9:39  
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COURT  
JANUARY 2015

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "RED LOBSTER SEAFOOD CO., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE TWELFTH DAY OF MAY, A.D. 2014, AT 8:09 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "RL ACQUISITION, LLC" TO "RED LOBSTER SEAFOOD CO., LLC", FILED THE TWENTY-EIGHTH DAY OF JULY, A.D. 2014, AT 8:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "RED LOBSTER SEAFOOD CO., LLC".

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RED LOBSTER SEAFOOD CO., LLC" WAS FORMED ON THE TWELFTH DAY OF MAY, A.D.



5531536 8310

141001184

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1569819

DATE: 07-28-14

# Delaware

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*The First State*


2014.



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Jeffrey W. Bullock, Secretary of State  
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DATE: 07-28-14