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ACCOUNT NO. : 072100000032

REFERENCE : 398058 4322291

AUTHORIZATION : *Patricia Projects*

COST LIMIT : \$ 285.00

ORDER DATE : May 20, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 398058-010

CUSTOMER NO: 4322291

CUSTOMER: Tracy King, Legal Asst
Powell Goldstein Frazer &
16th Floor
191 Peachtree Street, N.e.
Atlanta, GA 30303

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FOREIGN FILINGS

NAME: RT ORLANDO FRANCISE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Carina L. Dunlap

FILED
STATE
SECRETARY OF STATE
CORPORATIONS
91 MAY 20 PM 2:10

mk

5/20/97

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

SECRETARY OF STATE
DIVISION OF CORPORATE AND BUSINESS REGISTRATIONS
97 MAY 20 PM 2:10

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. RT ORLANDO FRANCHISE, 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. 72-1367531
(FEI number, if applicable)

4. May 8, 1997
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Anticipated June 1, 1997
(Date first transacted business in Florida. (See sections 608.601, 608.502, and 817.156, F.S.)

7. 4721 Morrison Drive
Mobile, Alabama 36609
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members. (attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Ray G. Manning, Jr.</u>	<u>Manager</u>	_____	_____
<u>8042 Monier Way</u>		_____	
<u>Orlando, FL 32835</u>		_____	
_____		_____	
<u>Jennifer A. Pierce</u>	<u>Assistant Manager</u>	_____	_____
<u>5148 Park Central Drive</u>		_____	
<u>Orlando, FL 32839</u>		_____	
_____		_____	

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 20 PM 2:10

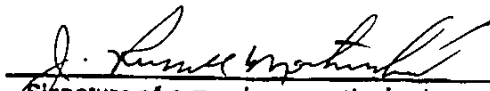
The undersigned member or authorized representative of a member of RT ORLANDO

FRANCHISE, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 1,000 (expenses reimbursed) . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 101,000.00 . This total includes amounts from 2 and 3 above.

RUBY TUESDAY, INC.



Signature of a member or authorized representative of a member
in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 28 PM 2:10

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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RT ORLANDO FRANCHISE, LLC

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

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 32301
(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.

By: Laura R. Oung
(Signature)

5-20-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ABOVE ENCLOSED COPY IS A TRUE COPY OF THE RECORDS OF THE STATE OF DELAWARE AND IS IN GOOD ORDER AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE EIGHTH DAY OF MAY, A.D. 1997.

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

FILED
SECRETARY OF STATE
DIVISION OF RECORDS & COMMUNICATIONS
97 MAY 20 PM 2:10



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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