

Kentucky Secretary of State
TREY GRAYSON

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Trey Grayson
Secretary of State
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Division of Corporations
BUSINESS FILINGS
P.O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov/>

Foreign Limited Part
Certificate of Authori

Pursuant to the provisions of KRS Chapter 362, the undersigned hereby applies for registration on behalf of the foreign limited partnership named below and for that purpose submits the following statements:

- The name of the foreign limited partnership is: Fleming's/Southeast-I, Limited Partnership
- The name of the foreign limited partnership to be used in Kentucky is:
Fleming's/Southeast-I, Limited Partnership
- The state or country of formation is: FL
- The street and mailing address of the foreign limited partnership's principal office and, if the laws of the jurisdiction under which the partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, then the street and mailing address of that required office:
Attn: Legal Department, 2202 N West Shore Blvd., 5th Fl, Tampa, FL 33607
- The name and street address of the initial registered agent and the registered office is:
C T Corporation System
Kentucky Home Life Building, Louisville, Kentucky 40202
- The name and business address of each general partner:
Outback/Fleming's, LLC 2202 N West Shore Blvd., 5th Fl, Tampa, FL 33607
- The limited partnership elects to be a limited liability limited partnership. Check the box if applicable:
- The street and mailing address of the designated office of the foreign limited partnership is:
Attn: Legal Department, 2202 N West Shore Blvd., 5th Fl, Tampa, FL 33607
- This limited partnership is already qualified to transact business in Kentucky pursuant to a Registration of Foreign Limited Partnership filed on 5/17/2006 with the Secretary of State's office.
- A certificate of existence or a record of similar import signed by the Secretary of State or other official having custody of the records of the limited partnership must accompany this application.

Executed on 10/09/07
(Day/Month/Year)

[Signature]
(General Partner Signature)
Joseph J Kadow, Exec VP & Secretary Outback/Fleming's, LLC
(Print or Type Name) sole general partner

I, C T Corporation System, consent to serve as the registered agent on behalf of the foreign limited partnership.
[Signature]
(Registered Agent Signature)
Anthony LaCausi
(Print or Type Name) Vice President

Instructions:
Submit this form with one (1) exact or conformed copy. The filing fee is \$90.00. Please make check payable the "Kentucky State Treasurer". All Information must be completed or this document will not be accepted for filing.

State of Florida

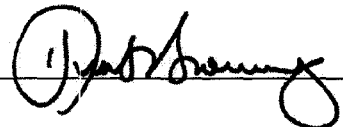
Department of State

I certify from the records of this office that FLEMING'S/SOUTHEAST-I, LIMITED PARTNERSHIP is a limited partnership organized under the laws of the State of Florida, filed on April 10, 2000.

The document number of this limited partnership is A00000000604.

I further certify that said limited partnership has paid all fees due this office through December 31, 2007, and its status is active.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the Fifth
day of October, 2007*



Secretary of State



Authentication ID: 300110379493-100507-A00000000604

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

www.sunbiz.org/auth.html