

Filing Fee: \$75.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

88982

RUBY TUESDAY (GEORGIA), INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on
March 7, 1996, authorizing it to transact business in
Rhode Island under the name of RUBY TUESDAY (GEORGIA), INC.

SECOND: The corporate name of the corporation has been changed to

RUBY TUESDAY, INC.

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change.

(If no other or additional purposes are proposed, insert "No change")

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By 186625

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended) If increase of authorized capital stock, state:

Number of
Shares

Class

Series

Par Value per Share
or Statement that
Shares are without
Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$

Dated April 16, 1996

RUBY TUESDAY, INC.

By J. Russell Mothershead
Its Senior Vice President
and Philip L. Hunt
Its Secretary

STATE OF Alabama }
COUNTY OF Mobile } SC.

At _____ in said County on the 16 day
of April, 1996, before me personally appeared J. Russell
Mothershead, who being by me first duly sworn, declared that he is the
Senior Vice President of RUBY TUESDAY, INC.

that he signed the foregoing document as such officer

of the corporation, and that the statements therein contained are true.

Mary Jane Hainor
Notary Public

(NOTARIAL SEAL)

My Commission Expires Jan. 6, 1998

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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CSC NETWORKS
BETTY BLANCHARD
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

RUBY TUESDAY, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey

Lewis A. Massey
Secretary of State