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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CAPRIOTTI'S SANDWICH SHOP, INC

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$70.00

MRS 1/23

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA

1 Capriotti's Sandwich Shop, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2 Nevada (State or country under the law of which it is incorporated) 3 (FEI number, if applicable)

4 12/13/2007 (Date of incorporation) 5 Perpetual (Duration: Year corp will cease to exist or "perpetual")

6 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607 1501 & 607.1502, F S., to determine penalty liability)

7 400 N. Stephanie Street Suite 235 Henderson, NV 89014 (Principal office address) 301 S. Dupont Road Suite B Wilmington, DE 19804 (Current mailing address)

8 Franchising Sandwich Shops (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9 Name and street address of Florida registered agent: (P O. Box NOT acceptable)

Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee, Florida 32301 (City) (Zip code)

10 Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company By: Carol Dolor, Assistant VP (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

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12 Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ashley Morris
Address: 301 S. Dupont Road Suite B
Wilmington, DE 19804

Vice Chairman:
Address:

Director: Ashley Morris
Address: 301 S. Dupont Road Suite B
Wilmington, DE 19804

Director: Jason Smylie
Address: 301 S. Dupont Road Suite B
Wilmington, DE 19804

B. OFFICERS

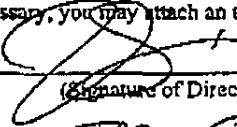
President: Ashley Morris
Address: 301 S. Dupont Road Suite B
Wilmington, DE 19804

Vice President:
Address:

Secretary: Jason Smylie
Address: 301 S. Dupont Road Suite B Wilmington, DE 19804

Treasurer: Jason Smylie
Address: 301 S. Dupont Road Suite B Wilmington, DE 19804

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. JASON SMYLIE DIRECTOR
(Typed or printed name and capacity of person signing application)

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**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CAPRIOTTI'S SANDWICH SHOP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 13, 2007, and is in good standing in this state

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 21, 2008

ROSS MILLER
Secretary of State



Electronic Certificate
Certificate Number: C20080121-0012
You may verify this electronic certificate
online at <http://secretaryofstate.biz/>

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