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 Address
 TALLAHASSEE FL 32301 222-1092
 City State Zip Phone

SEP 22 1995 11:22 AM
 TALLAHASSEE FLORIDA
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CORPORATION(S) NAME

American Dining Corp

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Americana Dining Corp.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 04-3222676

(FEI number, if applicable)

4. February 20, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. One Corporate Place, 55 Ferncroft Road, Danver, Massachusetts 01922

(Current mailing address)

8. to engage in retail food service restaurants

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Charles W. Meyer

(Registered agent's signature) (Officer)

CHARLES W. MEYER

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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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.

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

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____
Address: _____

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

13. *C. W. Redupening, Jr.*
(Signature of Chairman, Vice-Chairman, or any officer listed in number 12 of the application)
Charles W. Redupening, Jr., Sr. Vice President

14. _____
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

AMERICANA DINING CORP

BOARD OF DIRECTORS
AND
OFFICERS

DIRECTORS

Steven J. Wngenheim
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

William H. Baumhauer
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

Arthur E. Pew
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

Michael A. Woodhouse
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

OFFICERS

William H. Baumhauer
Chairman and Chief Executive Officer
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

Steven J. Wngenheim
President and Chief Operating Officer
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

Michael A. Woodhouse
Vice President, CFO and Treasurer
One Corporate Place
55 Ferncroft Road
Danvers, MA 01923

Charles W. Redepinning, Jr.
Senior Vice President, General Counsel
and Secretary
One Corporate Place

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICANA DINING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2381733 8300

950268166

AUTHENTICATION:

7716757

DATE:

11-17-95