

NO 7000006578

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

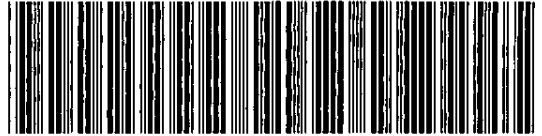
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JON H. GEBERS
jgebers@messner-reeves.com

MESSNER & REEVES, LLC
ATTORNEYS AT LAW
1430 WYNKOOP STREET
SUITE 400
DENVER, COLORADO 80202
TELEPHONE: 303-623-1800 FACSIMILE: 303-623-0552

DIRECT DIAL:
303.605.1579

November 2, 2007

VIA OVERNIGHT MAIL

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Chipotle Mexican Grill Service Co., LLC

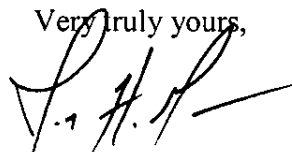
Dear Sir or Madam:

Enclosed please find two executed Applications for Authorization and Certificate of Designation for Chipotle Mexican Grill Service Co., LLC. Also enclosed is a Certificate of Good Standing from the State of Colorado and a check in the amount of \$85.00 which covers the filing fee, Certificate of Status and Certified copy.

After review of the enclosures, please forward the Certificate of Authority for Chipotle Mexican Grill Service Co., LLC to my attention.

Please do not hesitate to contact me should you have any questions or concerns. Thank you for your time.

Very truly yours,



Jon H. Gebers
Paralegal

/jhg
Enclosures

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Chipotle Mexican Grill Service Co., LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

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TALLAHASSEE, FLORIDA

Jon H. Gebers
(Name of Person)

Messner & Reeves, LLC
(Firm/Company)

1430 Wynkoop Street, Suite 400, Denver, CO 80202
(Address)

Denver, CO 80202
(City/State and Zip Code)

For further information concerning this matter, please call:

Jon H. Gebers at (303) 605.1579
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

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. Chipotle Mexican Grill Service Co., LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Colorado 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 25, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1543 Wazee Street, Suite 200, Denver, CO 80202
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9 The name and usual business addresses of the managing members or managers are as follows:


M. Steven Ells - 1543 Wazee Street, Suite 200, Denver, CO 80202

Montgomery F. Moran - 1543 Wazee Street, Suite 200, Denver, CO 80202

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Quick casual restaurant services.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

M. Steven Ells

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608 507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1 The name of the Limited Liability Company is:

Chipotle Mexican Grill Service Co., LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2 The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

Florida Street Address (P O Box NOT ACCEPTABLE)

Weston

FL 33331

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 as provided for in Chapter 608, Florida Statutes

NRAI Services, Inc

By: 

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,

Chipotle Mexican Grill Service Co., LLC

is a
Limited Liability Company

formed or registered on 04/25/2007 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20071200699 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 10/30/2007 that have been posted, and by documents delivered to this office electronically through 11/02/2007 @ 13:39:20 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 11/02/2007 @ 13:39:20 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6925556 .



A handwritten signature in black ink that reads "Mike Coffman".

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."