

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Shake Shack 1111 Lincoln Road 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:

Randy Garutti

Name of Person

Shake Shack c/o USHG

Firm/Company

24 Union Square East, 6th Floor

Address

New York, NY 10003

City/State and Zip Code

rgarutti@ushgnyc.com

E-mail address: (to be used for future annual report notification)

10 JAN 25 PM 4:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Austin Publicover at (646) 747-0604
Name of Person Area Code & Daytime Telephone Number

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

STREET ADDRESS:
Division of Corporations
Registration Section
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2010

RANDY GARUTTI
24 UNION SQUARE EAST, 6TH FLOOR
NEW YORK, NY 10003

SUBJECT: SHAKE SHACK 1111 LINCOLN ROAD LLC
Ref. Number: W10000002477

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10 JAN 25 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SHAKE SHACK 1111 LINCOLN ROAD LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 110A00001381

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. Shake Shack 1111 Lincoln Road 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. New York 3. 27-1182170
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 14, 2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

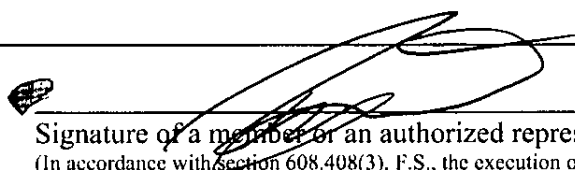
7. 1111 Lincoln Rd
Miami, FL 33139
(Street Address of Principal Office)

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:
Daniel H. Meyer (Chairman), David A. Swinghamer (Chief Executive Officer),
Randall J. Garutti (Chief Operating Officer) all of whom share this address:
c/o Union Square Hospitality Group, 24 Union Square East, New York, NY 10003

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 dining


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.)
Randall Garutti
Typed or printed name of signee

FILED
10 JAN 25 PM 4:05
SECRETARY OF STATE
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:

Shake Shack 1111 Lincoln Road LLC

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

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

Louis J. Terminello, Esq., Terminello & Terminello, P.A.
(Name)

2700 S.W. 37 Avenue
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

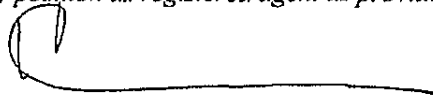
Miami, FL 33133
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JAN 25 PM 4:05

FILED

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.



(Signature)

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

State of New York
Department of State } ss:

I hereby certify, that SHAKE SHACK 1111 LINCOLN ROAD LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 10/14/2009, and that the Limited Liability Company is existing so far as shown by the records of the Department.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 19th day of January two
thousand and ten.*



First Deputy Secretary of State

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