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Florida Department of State
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Affirmative Franchises, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$70.00

09/01/05

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Affirmative Franchises, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

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

2. Delaware (State or country under the law of which it is incorporated)
3. 20-2985154 (FEI number, if applicable)

4. April 12, 2005 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4450 Sojourn Drive, Suite 500, Addison, Texas 75001
(Principal office address)

Same as above
(Current mailing address)

8. The transaction of any or all lawful purposes for which corporations may transact business in the state of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation (City), Florida 33324 (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.

C T Corporation System

By: _____ (Registered agent's signature)
Michael E. Jones
Assistant Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: SEE ATTACHED

Address: _____

_____

Vice President: _____

Address: _____

_____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. David B. Snyder, Senior Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

AFFIRMATIVE FRANCHISES, INC.
A Delaware Corporation

OFFICERS AND DIRECTORS

OFFICERS:

Thomas E. Mangold	C.E.O. and President	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
M. Sean McPadden	Executive Vice President	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
Katherine C. Nolan	Executive Vice President	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
Timothy A. Bienek	Executive Vice President and Chief Financial Officer	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
David B. Snyder	Sr. Vice President, General Counsel and Secretary	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
Scott K. Billings	Sr. Vice President, Chief Accounting Officer and Treasurer	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
David L. Scruggs	Sr. Vice President-Operations	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
George M. Daly	Sr. Vice President-Retail	4450 Sojourn Dr., Ste 500 Addison, Texas 75001

DIRECTORS:

Thomas E. Mangold	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
Timothy A. Bienek	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
M. Sean McPadden	4450 Sojourn Dr., Ste 500 Addison, Texas 75001
Katherine C. Nolan	4450 Sojourn Dr., Ste 500 Addison, Texas 75001

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TALLAHASSEE, FLORIDA

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFFIRMATIVE FRANCHISES, INC." 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 THIRTY-FIRST DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4126734

DATE: 08-31-05