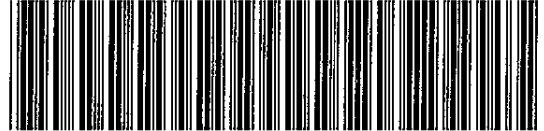


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STATE
FLORIDA



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01/21/03--01075--016 **105.00

(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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FLORIDA
TALLAHASSEE, FLORIDA

AL

CT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 21, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5771243 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

BF Asheville, LP (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

03 JAN 21 PM 2: 17

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. BF Asheville, LP
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 11/12/2002
(State of Formation) (Date of Formation)

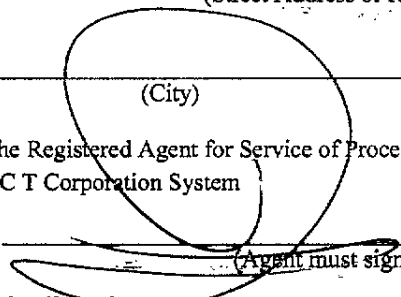
5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
C T Corporation System

PETER F. SOUZA
ASSISTANT SECRETARY



(Agent must sign on this line)

8. c/o The Corporation Trust Company
1209 Orange Street, Wilmington DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>BF Restaurant Holding Company, Inc.</u>	<u>4500 Cameron Valley Pkwy., Charlotte, NC 28211</u>

10. 4500 Cameron Valley Parkway, Charlotte, NC 28211
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 4500 Cameron Valley Parkway, Charlotte, NC 28211

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03 JAN 21 PM 2:17

(Mailing Address of Limited Partnership)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 3rd day of October, 2002

Burley L. Moss
General Partner

Burley L. Moss - President

STATE OF North Carolina

COUNTY OF Mecklenburg

On this 3 day of October, 2002

Burley L. Moss personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Jan B. Taylor
(Notary Public Signature)

Jan B. Taylor
(Notary's Printed Name)

Seal

My Commission Expires: 5-11-2005

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

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03 JAN 21 PM 2:17

BEFORE ME the undersigned personally appeared Burley L. Moss

a general partner of BF Asheville, LP

, a (an) Delaware

STATE
TALLAHASSEE, FLORIDA

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is 200,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 3rd day of October, 2002.

Burley L. Moss
General Partner

STATE OF North Carolina

COUNTY OF Mecklenburg

On this 3 day of October, 2002.

Burley L. Moss, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Jan B. Taylor
(Notary Public Signature)

Jan B. Taylor
(Notary's Printed Name)

Seal

My Commission Expires: 5-11-2005