

Document Number Only

B96000000382

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

R + A Food Services, L.P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 4:06

[Handwritten signature]

400001362574
-10/02/96--01012--031
***1785.00 ***1785.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Amendment
- Dissolution/Withdrawal
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N. BANK _____

BALANCE DUE _____

REFUND _____

BK
9/26/96

Florida Department of State, Jim Smith, Secretary of State

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

FILED STATE
SECRETARY OF CORPORATIONS
96 SEP 26 PM 1:06

1. R&A Food Services, L.P.
(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. August, 1996
(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
[Signature]
(Officer must sign on this line)
Jeffrey R. Graves, Asst. Secretary
(Type Name and Title of Officer)

8. 1201 Orange Street, Wilmington, Delaware
(Address of Registered Office required in State of Formation or, if not required, Address of
Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
R&A Food Services, Inc. - P39935	1801 Clint Moore Rd., Suite 215 Boca Raton, Florida 33487

10. 1801 Clint Moore Road, Suite 215, Boca Raton, FL 33487
(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in Florida is cancelled or withdrawn.

12. 1801 Clint Moore Road, Suite 215, Boca Raton, FL 33487
(Mailing Address of Limited Partnership)

SECRETARY OF CORP.
DIVISION OF CORP.
96 SEP 26 PM 4:06

This 23rd day of August, 1996.

R&A Food Services, Inc., its General Partner

By: Philip W. O'Pau

Its: ~~General Partner~~ Vice President

STATE OF Florida

COUNTY OF Duval

THE FOREGOING instrument was acknowledged and sworn to before me this 23 day of August, 1996, by Philip W. O'Pau (Name of General Partner) of R&A Food Services, Inc. (Name of Limited Partnership), A Florida (State or Country) Limited Partnership, on behalf of the Limited Partnership.

P. W. Bennett
Notary Public
State of Florida - at Large



PATRICIA T. LEDO-BENNETT
My Commission CG427387
Expires Dec. 18, 1998
Bonded by HAI
RPO-422-1586

(SEAL)

My Commission Expires:

12/18/98

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Phil DuPree, V.P. of R&A Food Services, Inc., a general partner of R&A Food Services, L.P., a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 36,799,346.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 36,799,346.00

This 23rd day of August, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

R&A Food Services, Inc, General Partner

By: Phil DuPree
Its: Vice President

FILED IN STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
26 SEP 26 PM 1:06

STATE OF Florida
COUNTY OF Dickinson
DATE 8/23/96

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Phil DuPree, V.P. of R&A Food Services, Inc. (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of August, 1996.

[Signature]
Notary Public

Seal

State of Florida at Large
My Commission Expires:
12/18/98



PATRICIA I LEDO-BENNETT
My Commission CC427357
Expires Dec. 18, 1998
Bonded by HAI
800-422-1555



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1996

R&A FOOD SERVICES, INC.
ATTN: HEIDI SHALES
1801 CLINT MOORE RD., STE. 215
BOCA RATON, FL 33487

SUBJECT: R&A FOOD SERVICES, L.P.
Ref. Number: W96000018891

We have received your document for R&A FOOD SERVICES, L.P., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$.

The check or money order amount will be based on the information listed below.,

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$35
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	\$52.50
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50

Resignation of Registered Agent \$87.50

LP Annual Report

\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report fees)

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
(904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 296A00041969



R&A Food Services, Inc.
a Boston Chicken, Inc. franchisee

R&A Food Services, Inc.
1801 Clint Moore Road, Suite 215
Boca Raton, FL 33487

407 995 2223 Phone
407 995 0343 Fax

August 23, 1996

Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: R&A Food Services, L.P.
R&A Food Services, Inc., its General Partner

Dear Sir or Madam:

The above referenced entities are related entities. R&A Food Services, Inc. is the general partner of R&A Food Services, L.P. Please allow R&A Food Services, L.P. to qualify in the State of Florida under the name "R&A Foods Services, L.P." in light of the fact that the entities are related.

Thank you for your consideration. If you should have any questions in regard to the same, please feel free to contact Heidi Shales at 312/609-5608.

Sincerely,

Phil DuPree
Vice President

cc: Heidi L. Shales

W96000018891

Name	KWM
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Adm. Independent	KWM
Adm. Verifier	KWM



R&A Food Services, Inc.
a Boston Chicken, Inc. franchisee

R&A Food Services, Inc.
1801 Clint Moore Road, Suite 215
Boca Raton, FL 33487

407 995 2223 Phone
407 995 0343 Fax

August 28, 1995

Peterson & Houpt
Heidi Shales
161 N Clark Street
Chicago, IL 60601

Re : Information For Upcoming LLC Conversion

Dear Heidi:

Enclosed is the information that you requested. I will keep you informed on my progress on the new federal tax ID number.

If there is something else you need, please call me at (561) 989-1902.

Have fun reading!

Best Regards,

A handwritten signature in black ink that reads "Phil DuPree". The signature is written in a cursive, flowing style.

Phil DuPree
Chief Financial Officer