

**CORPORATE
ACCESS,
INC.**

F00000004936

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 AUG 31 PM 4:24

1.) Captain D's Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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*****70.00 *****70.00

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 29, 2000

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: CAPTAIN D'S, INC.
Ref. Number: W00000021151

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DIVISION OF CORPORATIONS
00 AUG 31 PM 4:25
RECEIVED
00 AUG 31 AM 9:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

We have received your document for CAPTAIN D'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

In addition to the application, you must submit a CERTIFICATE OF EXISTENCE from the Delaware Secretary of State's office.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 800A00046070

*Corrected
8/31/00
CK*

**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.

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DIVISION OF CORPORATIONS
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1. Captain D's, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. June 25, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1727 Elm Hill Pike

Nashville, TN 37210

(Current mailing address)

Ownership and operation of restaurants and related real estate. To engage in any act or activity for which corporations may be organized.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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.

NRAI Services, Inc.

By: Eileen Chaddock

(Registered agent's signature)

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Donna M. Adams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Donna M. Adams VP & Asst. Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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DIRECTORS

F.E. McDaniel 1727 Elm Hill Pike, Nashville, Tennessee 37210
Donna M. Adams 1727 Elm Hill Pike, Nashville, Tennessee 37210
Richard D. Schafstall 1727 Elm Hill Pike, Nashville, Tennessee 37210

OFFICERS

Ronald E. Walker	President	1727 Elm Hill Pike Nashville, Tennessee 37210
F.E. McDaniel	Vice President Treasurer Asst. Secretary	1727 Elm Hill Pike Nashville, Tennessee 37210
Donna M. Adams	Vice President Asst. Secretary	1727 Elm Hill Pike Nashville, Tennessee 37210
Richard D. Schafstall	Secretary	1727 Elm Hill Pike Nashville, Tennessee 37210

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State of Delaware
Office of the Secretary of State

PAGE 1


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SECRETARY OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPTAIN D'S, INC." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPTAIN D'S, INC." WAS FORMED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0649430

DATE: 08-30-00