F00000005174

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

700003393137--2 -09/14/00--01043--017 ******70.00 ******70.00

CORPORATION(S) NAM	1E	-
Hooters of West Palm Bea	ich II, Inc.	
(x) Profit () Nonprofit	() Amendment	() Merger Per S R
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up
Name Availability	09/14/00	
Document Examiner		
Updater Verifier	, , , , , , , , , , , , , , , , , , ,	e e e e e e e e e e e e e e e e e e e
Acknowledgement W.P. Verifier		

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSA 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.

HOOTERS OF WEST PALM BEACH II, 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. GEORGIA (State or country under the law of which it is incorporated) 3. (FEI number, if applicable) (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to existor "perpetual") 6. UPON QUALIFICATION. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. Hooters of America, Inc. 1815 THE EXCHANGE ATLANTA, GA 30339 (Current mailing address) 8. Au but when the 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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation 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 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.		REIGN CORPORATION 10 1				G S
2. GEORGIA (State or country under the law of which it is incorporated) (Date of incorporation) (Date of incorporation) (Date of incorporation) (Date of incorporation) (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. Hooters of America, Inc. 1815 THE EXCHANGE ATLANTA, GA 30339 (Current mailing address) 8. (Purpose(s) of corporation suthorized 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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation 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 releave to the proper and complete performance of my duties, and I am familiar with and accept with the provisions of all statutes releave to the proper and complete performance of my duties, and I am familiar with and accept	(Name of corpor	ation; must include the word "IN		PANY", "CORPORA at it is a corporation i	ATION" or nstead of a	— 5 g
(State of country index in the state of personal state of country index in complete performance of my duties, and I am familiar with and 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 services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties, and I am familiar with and accept services of my duties.	natural person of	partnership if not so contained i	n the name at present.)			
(State of country index in our perpetual of the state of country index in composition) (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Current mailing address) (Current mailing address) (Current mailing address) (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) (Purpose(s) of corporation authorized agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: CT Corporation System (Office Address: 1200 South Pine Island Road Plantation , Florida, 33324 (Zip code) 10. Registered agent's accept the appointment as registered agent and agree to act in this capacity. I further agree to comply 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	2. GEORGIA		3	(FEI number, if	applicable)	· · · · · · · · · · · · · · · · · · ·
(Date of incorporation) (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Duration: Year corp. will cease to exist or "perpetual") (Current mailing address) (Duration: Year corp. will cease to exist or "perpetual") (Current mailing address) (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida (Purpose(s) of corpor	(State or country	under the law of which it is inco	rporated)	<u></u>		
6. UPON QUALIFICATION. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. Hooters of America, Inc. 1815 THE EXCHANGE ATLANTA, GA 30339 (Current mailing address) 8. Any bull bull acts. (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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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	. 2 29 00		5. PERPETUAL		(6	
7. Hooters of America, Inc. 1815 THE EXCHANGE ATLANTA, GA 30339 (Current mailing address) 8. Any but but Lawful acts. (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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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						
7. Hooters of America, Inc. 1815 THE EXCHANGE ATLANTA, GA 30339 (Current mailing address) 8. Any but but Lawful acts. (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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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	6 UPON QUALI	FICATION.		01 607 1502 and 817	155. F.S.)	±
8. And the the Lawful acts. (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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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			(SEE SECTIONS 607.15	01, 007.1302 and 017		. <u>.</u>
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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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	7. Hooters of Am	erica, Inc.			the same	
8.	1015 THE EV	THANGE ATLANTA, GA 30	339			
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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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 appointment of the professions of all statutes relative to the appropriate of the professions of all statutes relative to the appropriate of the professions of the appropriate of the professions of the statutes relative to the appropriate of the professions of the appropriate of the professions of the appropriate of the appropri		(Curren	t mailing address)			
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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 relatived agent.		۸ , ,	1 1 1 6 1 0	ul c		
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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 relatived agent.	0	thy and o	M Campul au	213.	CTT omida)	
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation 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 relatived agent.	(Purpose	(s) of corporation authorized in h	nome state or country to b	e carried out in state (or Fiorida)	
Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation , 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	, , , , , , , , , , , , , , , , , , ,	· · · · · · · · · · · · · · · · · · ·	stered agent; (P.O. Bo	x or Mail Drop Box	x NOT acceptable) _
Office Address: 1200 South Pine Island Road Plantation 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	9. Name and st	reet address of Fiorian rog	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
Plantation , 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 with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept	Name:	C T Corporation System		anga · · ·		
Plantation , 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 with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept	Office Address:	1200 South Pine Island Road				
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 this application, I hereby accept the appointment as registered agent and complete performance of my duties, and I am familiar with and accept with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept	Office fluctions.		· ·	1. 22224	÷	
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 with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept		Plantation	, r	lorida, 33324	· · · · · · · · · · · · · · · · · · ·	4
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			· • · · • · · · · · · · · · · · · · · ·	(Zip code)		
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 with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept						
this application, I hereby accept the appointment as registered agent with the provisions of all am familiar with and accept with the provisions of all statutes registered agent	10. Registered	agent's acceptance.				
this application, I hereby accept the appointment as registered agent with the provisions of all 1 am familiar with and accept with the provisions of all statutes registered agent	Having been na	ned as registered agent and to a	ccept service of process f	or the above stated co	orporation at the pla procity. I further a	ice designatea in gree to comply
with the provisions of all statutes relative to the proper una complete pro-	this application,	I hereby accept the appointment	t as registered agent unu nuonax and complete neri	ormance of my dutie	s, and I am familia	with and accept
		ns of all statutes relative to the p	t			
the obligations of my position as register on Eystem ALLAN FARMELL	the obligations of	C T Corporation System	em A	ALI	AN FARME	1
the obligations of my position as registered general ALLAN FARNELL. CT Corporation System ASSISTANT SECRETARY		In 9 -		- AS SIST	ANT SECRE	TARY
(Registered agent's signature)			rictered 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		(Reg	STRUCTOR RECEIP & CTB			_
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to derivery of this application and of the law of Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of		•		وقامة عبيدات	very of this applicati	on to the

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 -9/2/99 CT System Online

which it is incorporated.

hairman:			=== .	1- 1-	0	
					- 19 - 19 P	
starcoo.						
	SEE ATTACHED	·			200	jn G
Vice Chairman:	SEE ATTACHED.		· · · · · · · · · · · · · · · · ·	· -		
Address:		± 1s				On-
			*	<u>. </u>		
Director:				1	φ = 350 = 	
			<u>,= .</u>		1 (200	-
				-	1 - F - 1 - 1 - 1 - 1 - 1	
 		· · · · · · · · · · · · · · · · · · ·		<u> </u>		
	· · · · · · · · · · · · · · · · · · ·			. 1,		
Address:	- (n. 2)		75-	4.	· · · · · · · · · · · · · · · · ·	-
	eet address only - P.O. Box NO	Ť accentable)		í		_ ⁴
President:						
Address:						eļ.
				· +		4-,
	ET - CITED		_			1 : -
Vice President:	SEE ATTACHED.		75	1. 24/2	: 4 - 3	·
	SEE ATTACHED.					***
	SEE ATTACHED.	2.1.1.1 2.1.1.1				- +-
Address:						
Address:						
Address: Secretary:						
Address: Secretary: Address: Treasurer:						
Address: Secretary:						
Address: Secretary: Address: Treasurer: Address:						
Address: Secretary: Address: Treasurer: Address: NOTE: If necessary	, you may attach an addendum to th					
Address: Secretary: Address: Treasurer: Address:		e application listing add	litional officers a	and/or directors.		



of America. Inc.

Hooters of America, Inc.

OFFICERS:

Richard W. Akam President SS# 401-78-3983 DOB 8/25/55 Address:

4291 Brislecone Drive Marietta, Ga. 30064 Phone:

(770) 951-2040

Kenneth L. Abbott Secretary/Treasurer SS# 257-60-6725 DOB 2/6/42 2604 Cumberland Court Atlanta, Ga. 30080 (404) 765-9000

DIRECTORS:

Robert H. Brooks Director SS# 249-64-7546 DOB 2/6/37 280 Birkdale Drive (404) 765-9000 Fayetteville, Ga. 30215

Secretary of State

Corporations Division 315 West Tower #2 Martin Luther King, Jr. Dr. Atlanta, Georgia 30334-1530 DOCKET NUMBER : 002570344 CONTROL NUMBER : 0016307

DATE INC/AUTH/FILED: 03/28/2000

JURISDICTION : GEORGIA PRINT DATE : 09/13/2000

FORM NUMBER : 211

CT CORPORATION SYSTEM
JAN LOGSDON
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HOOTERS OF WEST PALM BEACH II, ENC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the abovenamed entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox Secretary of State