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

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

CORPORATION(S) NAME

Hooters of West Palm Beach II, Inc.

☒ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ 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

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09/14/00

5

9/14

RECEIVED
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. 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)

4. 3-28-00

(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. Hooters of America, Inc.

1815 THE EXCHANGE ATLANTA, GA 30339

(Current mailing address)

8. _____

Any and all 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: C T Corporation System

Office Address: 1200 South Pine Island Road

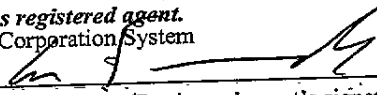
Plantation, Florida, 33324

(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 the obligations of my position as registered agent.

C T Corporation System



(Registered agent's signature)

**ALLAN FARNELL
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 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: _____

Address: _____

Vice Chairman: _____

SEE ATTACHED.

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

SEE ATTACHED.

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. _____

Richard W. Akam, President

(Typed or printed name and capacity of person signing application)

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STATE
DIVISION OF CORPORATIONS
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of America, Inc.
neighborhood restaurants

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DIVISION OF CORPORATIONS
SECRETARY OF STATE
HILL STATE

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
Fayetteville, Ga. 30215

(404) 765-9000

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

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DIVISION OF CORPORATIONS
00 SEP 14 PM 2:27

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

CERTIFICATE OF EXISTENCE

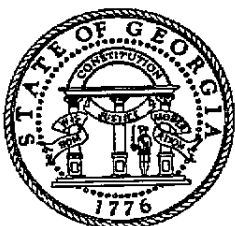
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HOOTERS OF WEST PALM BEACH II, INC.
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 above-named 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

Cathy Cox
Secretary of State