



F010000001039

ACCOUNT NO. : 072100000032

REFERENCE : 035053 4324715

AUTHORIZATION :

COST LIMIT :

Patricia P. Pugh

ORDER DATE : February 21, 2001

ORDER TIME : 9:46 AM

200003747382--2

ORDER NO. : 035053-005

CUSTOMER NO: 4324715

CUSTOMER: Kerrie K. Hanley, Legal Asst
Kilpatrick Stockton, LLP.
Suite 400
3737 Glenwood Avenue
Raleigh, NC 27612

FOREIGN FILINGS

NAME: ROADHOUSE GRILL-DAVIE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

RECEIVED
01 FEB 22 AM 11:25
DIVISION OF CORPORATION

01 FEB 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

W/2/22

6p

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Roadhouse Grill-Davie, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kerrie K. Hanley

(Name of Person)

Kilpatrick Stockton LLP

(Firm/Company)

3737 Glenwood Avenue, Suite 400

(Address)

Raleigh, North Carolina 27612

(City/State and Zip code)

For further information concerning this matter, please call:

Kerrie K. Hanley

(Name of Person)

at (919) 420-1761

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

FILED
01 FEB 22 PM 12:29
SECRETARY OF STATE
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.*

1. Roadhouse Grill-Davie, 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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 14, 2001 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2703-A Gateway Drive, Pompano Beach, Florida 33069
(Principal office address)
2703-A Gateway Drive, Pompano Beach, Florida 33069
(Current mailing address)
To transact normal business within the state of Florida and to serve as an Independent and Managing Member of a limited liability company serving to hold
8. real estate
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

BRIAN COURTNEY, ASST. V.P.

(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.

FILED
01 FEB 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

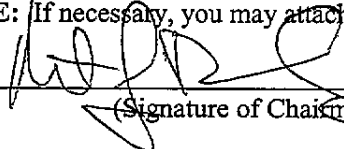
Address: _____

Treasurer: _____

Address: _____

FILED
01 FEB 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Martin J. Bernholz, Secretary

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

**OFFICERS AND DIRECTORS OF
ROADHOUSE GRILL-DAVIE, INC.**

Officers:

Ayman Sabi
President, Chief Executive Officer and Director
2703-A Gateway Drive
Pompano Beach, Florida 33069

Martin Bernholz
Secretary
2703-A Gateway Drive
Pompano Beach, Florida 33069

Directors:

Philip Friedman
2703-A Gateway Drive
Pompano Beach, Florida 33069

Cameron Hill
2703-A Gateway Drive
Pompano Beach, Florida 33069

Alain K.K. Lee
2703-A Gateway Drive
Pompano Beach, Florida 33069

Sydney Martin
2703-A Gateway Drive
Pompano Beach, Florida 33069

Phillip Ratner
2703-A Gateway Drive
Pompano Beach, Florida 33069

Vincent Tan
2703-A Gateway Drive
Pompano Beach, Florida 33069

FILED
01 FEB 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROADHOUSE GRILL-DAVIE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 FEB 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3356949 8300

AUTHENTICATION: 0983018

010085332

DATE: 02-21-01