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ACCOUNT NO. : 072100000032
REFERENCE : 014373 4321581
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

FILED
01 FEB 28 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 16, 2001

ORDER TIME : 3:01 PM

ORDER NO. : 014373-010

CUSTOMER NO: 4321581

700003790317--9

CUSTOMER: Ms. Tish Gilbert
American Restaurant Group,
4410 El Camino Real - Ste 201
Law Offices
Los Altos, CA 94022

FOREIGN FILINGS

NAME: ARG TERRA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
01 FEB 28 PM 3:59
DIVISION OF CORPORATION

AK 2/28/01

01 FEB 28 PM 4:44
FILED
TALLAHASSEE, FLORIDA
SEE SECRETARY OF STATE

**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. ARG Terra, 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. 77-0547921
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6-21-00 5. perpetual
(Date of incorporation) (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. 4410 El Camino Realy Suite 201
Los Altos, CA 94022
(Current mailing address)

8. Residual Real Property Owner
(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
(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

By: [Signature]

(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: See attached officers/directors rider

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. _____

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

14. _____

Patrick J. Kelvie, Vice President
(Typed or printed name and capacity of person signing application)

ARG TERRA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors:

Ralph S. Roberts
Patrick J. Kelvie

Officers:

Ralph S. Roberts – President, Chief Executive Officer, and Chief
Operating Officer

Patrick J. Kelvie - Vice President, Secretary, and Treasurer

Officers'/Directors' address is: 4410 El Camino Real
Suite 201
Los Altos, CA 94022

State of Delaware
Office of the Secretary of State

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARG TERRA, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF JUNE, A.D. 2000.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3229343 8300

AUTHENTICATION: 0977341

010078835

DATE: 02-16-01

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE