

CT CORPORATION SYSTEM

F0100000006124

CORPORATION(S) NAME

NJH

Friendly's Restaurants Franchise, Inc.

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100004697301--1
-11/29/01-01001-012
*****87.50 *****87.50

100004697301--1
-11/29/01-01001-013
***1150.00 ***1150.00

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> LLC	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 NOV 28 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATE & FINANCIAL SERVICES
TALLAHASSEE, FLORIDA

Name _____ 11/28/01
Availability _____ CERT 17.50
Document _____ CF 70
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____ Apm 1,150

Order#: 4915926

Ref#: _____

Amount: \$ _____

FILED
01 NOV 28 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. FRIENDLY'S RESTAURANTS FRANCHISE, 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. 51-0296446

(FEI number, if applicable)

4. June 23, 1986

(Date of incorporation)

5. perpetual

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

6. 2/21/00

(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. 1855 Boston Road, Wilbraham, Massachusetts 01095

(Principal office address)

1855 Boston Road, Wilbraham, Massachusetts 01095

(Current mailing address)

8. any lawful corporate purpose.

(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 S. Pine Island Rd.

Plantation

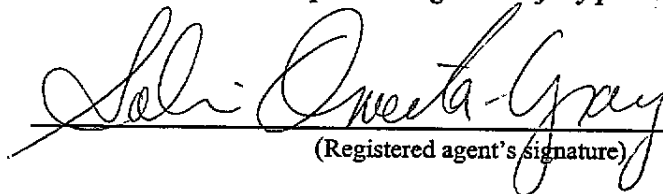
(City)

, 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.



(Registered agent's signature)

**SALVIA AMENTA-CRAW
SPECIAL 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 business addresses of officers and/or directors:**

FILED
01 NOV 28 AM 9:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: Donald N. Smith

Address: 1855 Boston Road

Wilbraham, MA 01095

Vice Chairman: _____

Address: _____

Director: John L. Cutter

Address: 1855 Boston Road

Wilbraham, MA 01095

Director: _____

Address: _____

B. OFFICERS

President: John L. Cutter

Address: 1855 Boston Road

Wilbraham, MA 01095

Vice President: Michael A. Maglioli, Robert L. Hogan, Steven L. Sriver, Sr.

Address: 1855 Boston Road

Wilbraham, MA 01095

Secretary: Aaron B. Parker

Address: 1855 Boston Road, Wilbraham, MA 01095

Treasurer: Paul V. Hoagland

Address: 1855 Boston Road, Wilbraham, MA 01095

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. Aaron B. Parker, Vice President, General Counsel and Secretary

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

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRIENDLY'S RESTAURANTS FRANCHISE, 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-SIXTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2094219 8300

AUTHENTICATION: 1462490

010596043

DATE: 11-26-01