

Division of Corporations

F02000000570

Page 1 of 2

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000027578 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

02 FEB -1

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

McCormick & Schmick Acquisition Corp.

Certificate of Status	0
Certified Copy	0 1
Page Count	02 3
Estimated Charge	\$70.00

(((H02000027578 2)))

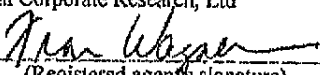
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. McCormick & Schmick Acquisition Corp.
(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. 93-1320511
(FEI number, if applicable)
4. May 22, 2001
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 720 SW Washington Street, Suite 550, Portland, OR 97205
(Current mailing address)
8. Restaurant and all lawful activities permitted by the corporation law
(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: National Corporate Research, Ltd
Office Address: 1406 Hays Street, Suite #2
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.

National Corporate Research, Ltd


(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)

9172188.1

(((H02000027578 2)))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB -1

(((H02000027578 2)))

A. DIRECTORS (Street address only - P.O. box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Director: _____

Address: _____

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
02 FEB -1**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Douglas L. SchmickAddress: 720 SW Washington Street, Suite 550, Portland, OR 97205

Vice President: _____

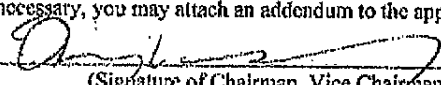
Address: _____

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. Douglas L. Schmick, President
(Typed or printed name and capacity of person signing application)

(((H02000027578 2)))

JAN-31-2002 THU 05:16 PM NCR

FAX NO. 2125646997

P. 04

JAN 31 2002 2:53PM

((H02000027578 2)))

No. 2645 P. 2/3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCCORMICK & SCHMICK ACQUISITION CORP." 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 THIRTY-FIRST DAY OF JANUARY, A.D. 2002.

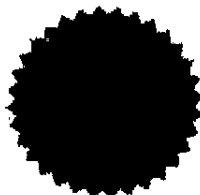
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCCORMICK & SCHMICK ACQUISITION CORP." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF MAY, A.D. 2001.

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

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB - 1



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1589904

DATE: 01-31-02

3394858 8300

020065154

((H02000027578 2)))