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July 18, 2002

* Also Admitted in Indiana and Texas
** Also Admitted in Wisconsin

Florida Secretary of State
ATTN: Registration Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: HRG Investments, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Existence for the State of Kentucky, together with a check in the amount of \$70.00 for the filing fee.

Please return the file stamped copy to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

Kelli Pierce
Kelli Pierce, Paralegal

Enclosures

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*****70.00 *****70.00

FILED
02 JUL 23 AM 9:56
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. HRG Investments, 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. Kentucky

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. July 2, 2002

(Date of incorporation)

5. perpetual

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

6. upon qualification

(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. 609 Palmer Court, Crestview Hills, Kentucky 41017

(Principal office address)

609 Palmer Court, Crestview Hills, Kentucky 41017

(Current mailing address)

8. General Partner in restaurant

(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

(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.

Susan J. Metzger
(Registered agent's signature)

Susan J. Metzger
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:

A. DIRECTORS

Chairman: Henry HarrisAddress: 609 Palmer Court, Crestview Hills, Kentucky 41017

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Henry HarrisAddress: 609 Palmer Court, Crestview Hills, Kentucky 41017

Vice President: _____

Address: _____

Secretary: same as above

Address: _____

Treasurer: _____

Address: _____

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

13. Henry Harris

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

14. Henry Harris, Chairman

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

FILED
02 JUL 23 AM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



John Y. Brown III
Secretary of State

Certificate of Existence

I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

HRG INVESTMENTS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is July 2, 2002 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 11th day of July, 2002.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
rlong/0539978

FILED
02 JUL 23 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA