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Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION**

Main St. California II, Inc.

Certificate of Status	1
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**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. Main St. California II, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

**2. Arizona**

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

**3. 86-0845628**

(FEI number, if applicable)

**4. December 23, 1996**

(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 617.155, F.S.)

**7. 450 S. Orange Avenue, Orlando, FL 32801-3336**

(Principal office address)

**P.O. Box 4920, Orlando, FL 32802-4920**

(Current mailing address)

**8. Holding company of restaurant assets**

(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: **Linda A. Scarcelli**

Office Address: **450 S. Orange Avenue**

**Orlando**

(City)

, Florida

**32801-3336**

(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)

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:

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**A. DIRECTORS**Chairman: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801-3336

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801-3336

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801-3336

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando, FL 32801-3336Treasurer: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando, FL 32801-3336

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Robert A. Bourne, President

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

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# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

### CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeill, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

**\*\*\*MAIN ST. CALIFORNIA II, INC.\*\*\***

a domestic corporation organized under the laws of the State of Arizona, did incorporate on December 23, 1996.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 23rd Day of September, 2003, A. D.



Executive Secretary

By

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