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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

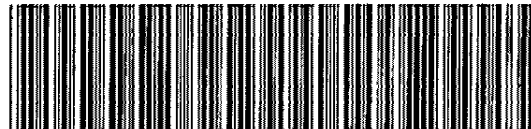
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2004 JUN 14 PM 1:05  
ALLAHSEE, FLORIDA

W04-21693

J. BRYAN JUN 15 2004

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RALLCO II, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Charles G. Wylie, Esq.  
(Name of Person)  
Gess Mattingly & Atchison, P.S.C.  
(Firm/Company)  
201 West Short Street  
(Address)  
Lexington, KY. 40507  
(City/State and Zip code)

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JUN 14 AM 1:05  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Charles G. Wylie, Esq. at ( 859 ) 252-9000  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 7, 2004

CHARLES G. WYLIE, ESQ.  
GESS MATTINGLY & ATCHISON, P.S.C.  
201 WEST SHORT STREET  
LEXINGTON, KY 40507

SUBJECT: RALLCO II, INC.  
Ref. Number: W04000021693

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for RALLCO II, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 804A00038519

NATALIE S. WILSON  
C. TIMOTHY CONE  
JOSEPH H. MILLER  
WILLIAM W. ALLEN  
GUY M. GRAVES  
WALTER R. MORRIS, JR.  
JOHN T. HAMILTON  
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WILLIAM A. BAUSCH  
M. SCOTT MATTMILLER  
LORI B. SHELburne  
SAMUEL G. CARNEAL  
HUSTON B. COMBS

## GESS MATTINGLY & ATCHISON

A PROFESSIONAL SERVICE CORPORATION

201 WEST SHORT STREET  
LEXINGTON, KENTUCKY 40507-1269  
TELEPHONE (859) 252-9000

WILLIAM B. GESS  
(1906-1985)  
JOHN G. ATCHISON, JR.  
(1924-2002)

OF COUNSEL:  
JACK F. MATTINGLY  
WILLIAM R. HILLIARD, JR.  
CHARLES G. WYLLIE

FACSIMILE:  
(859) 233-4269

June 14, 2004

VIA FEDERAL EXPRESS  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
ATT: Joey Bryan

Re: Rallco II, Inc.  
Document Number: W04000021693

Dear Joey:

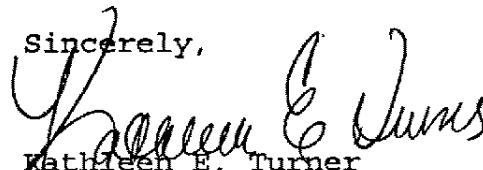
As we discussed, the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida was rejected. I have obtained the signature of the registered agent, CT Corporation and enclose the application for processing.

In addition, I have enclosed an I have enclosed an Application for Registration of Fictitious Name to be filed along with our check in the amount of \$60. Please insert the Florida Registration Number and forward to the appropriate department for processing.

If you have any questions, or if there is a problem, please call me.

Thank you for your assistance in this matter.

Sincerely,

  
Kathleen E. Turner  
Paralegal

:ket  
Enclosures  
503/fla.corporations

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2004 JUN 14 PM 1:05  
DIVISION OF CORPORATIONS  
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. RAILCO 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. Kentucky 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 17, 1992 5. Perpetual  
(Date of incorporation) (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. 121 Prosperous Place, Suite 5A, Lexington, Kentucky 40509  
(Principal office address)
- Same  
(Current mailing address)
8. Operate fast food restaurants  
(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: CF Corporation
- Office Address: 1200 South Pine Island Rd.  
Plantation, Florida, Florida 33324  
(City) (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 duty and I am familiar with and accept the obligations of my position as registered agent.*

Stacia L. Taylor  
(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:

**A. DIRECTORS**

Chairman: William E. Darragh, III  
c/o 121 Prosperous Place, Suite 5A

Address: \_\_\_\_\_  
Lexington, Kentucky 40509

Vice Chairman: Silvano D'Alessandri  
c/o 121 Prosperous Place, Suite 5A

Address: \_\_\_\_\_  
Lexington, Kentucky 40509

Director: Dawne D. Ehrler  
c/o 121 Prosperous Place, Suite 5A

Address: \_\_\_\_\_  
Lexington, Kentucky 40509

Director: William E. Darragh IV  
c/o 121 Prosperous Place

Address: \_\_\_\_\_  
Lexington, Kentucky 40509

**B. OFFICERS**

President: William E. Darragh, III

Address: 121 Prosperous Drive, Suite 5A  
Lexington, Kentucky 40509

Vice President: Silvano D'Alessandri and William E. Darragh, IV

Address: 121 Prosperous Place, Suite 5A  
Lexington, Kentucky 40509

Secretary: Dawne D. Ehrler

Address: 121 Prosperous Place, Suite 5A, Lexington, Kentucky 40509

Treasurer: Dawne D. Ehrler

Address: 121 Prosperous Place; Suite 5A, Lexington, Kentucky 40509

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

13. *Dawne D. Ehrler*  
(Signature of Director or Officer listed in number 12 of the application)

14. Dawne D. Ehrler, Secretary/Treasurer  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA



**Trey Grayson**  
**Secretary of State**

**Certificate of Existence**

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**RALLCO II, INC.**

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is December 17, 1992 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 12th day of May, 2004.



*Tn6z*  
Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
BWeber/0308682

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2004 JUN 14 PM 1:05  
JUDICIAL CORPORATIONS  
TALLAHASSEE, FLORIDA