

FO4000005756

Florida Department of State
Division of Corporations
Public Access System

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.

((H04000200668 3))

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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Cosi, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED
04 OCT -7 PM 1:06
DIVISION OF CORPORATIONS

2004 OCT -7 A 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Name Availability	
Document	
U. S. Filer	
F. I. Filer	
Vendor	
Accepted at 24	
W. P. Verifier	

Electronic Filing Menu

Corporate Filing

Public Access Help

204-37177

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. Così, 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. Delaware 3. 061-393-745
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 15, 1998 5. Perpetual
(Date of incorporation) (Duration: Year, corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1751 Lake Cook Rd, suite 650; Deerfield, IL 60015
(Principal office address)

1751 Lake Cook Rd, Suite 650; Deerfield, IL 60015
(Current mailing address)

8. Engage in any lawful act or activity, including operate, restaurant and related activities.
(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 NOT acceptable)

Name: CT Corporation System
Office Address: 1200 S. Pine Island Rd.
Plantation, 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 duties, and I am familiar with and accept the obligations of my position as registered agent.

Lauren Gross
(Registered agent's signature) **Lauren Gross**
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.

RECEIVED
TALLAHASSEE
OCT 7 2004

A. DIRECTORS

Executive Chairman: William D. Forrest

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

Director Vice-Chairman: Kevin Armstrong

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

Director: Terry Diamond

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

Director: Creed L. Ford, III.

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

[See Addendum]

B. OFFICERS

President: Kevin Armstrong

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

Executive Vice President: Gilbert Melott

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

Secretary: Cynthia Jamison

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

Treasurer: Cynthia Jamison

Address: clo Cosi, Inc.; 1751 Lake Cook Rd., Ste. 650;
Deerfield, IL 60015

[See Addendum]

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

13. Vicki J. Baue

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

14. Vicki J. Baue, General Counsel

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

FILED
OCT 7 11:4
SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

[Additional list of officers and directors]

Item 12A (Directors) continued:

Director: Eli Cohen
Address: c/o Cost, Inc.; 1751 Lake Cook Rd., Suite 650; Deerfield, IL 60015

Director: Edna Morris
Address: c/o Cost, Inc.; 1751 Lake Cook Rd., Suite 650; Deerfield, IL 60015

Director: Garry Stock
Address: c/o Cost, Inc.; 1751 Lake Cook Rd., Suite 650; Deerfield, IL 60015

Director: Mark Demilio
Address: c/o Cost, Inc.; 1751 Lake Cook Rd., Suite 650; Deerfield, IL 60015

Item 12B (Officers) continued:

Controller: William Kozel
Address: c/o Cost, Inc.; 1751 Lake Cook Rd., Suite 650; Deerfield, IL 60015

General Counsel: Vicki J. Baue
Address: c/o Cost, Inc.; 1751 Lake Cook Rd., Suite 650; Deerfield, IL 60015

SECRET
TALON/AS/ELT/11/11/04
2004 OCT -7 AM 11:41

FILED

Delaware

PAGE 1

The First State

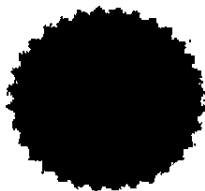
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COSI, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COSI, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MAY, A.D. 1998.

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.

RECEIVED
OCT 11 11 41
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2877759 8300

040722685

AUTHENTICATION: 3396555

DATE: 10-06-04