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Florida Department of State
Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY **AZH**
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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FOREIGN PROFIT QUALIFICATION

CALIFORNIA PIZZA KITCHEN, INC.

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

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

Delaware California Pizza Kitchen, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 35-4040623
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 12, 2004 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 617.155, F.S.)
c/o Compliance and Licensing, Suite 11th Floor, 6083 W. Century Boulevard
7. Los Angeles, CA 90045

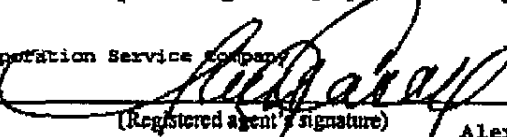
(Principal office address)
c/o Compliance and Licensing
Suite 11th Floor, 6083 W. Century Boulevard, Los Angeles, CA 90045
(Current mailing address)

8. To engage in the operation of full service restaurants. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company
By: 
(Registered agent's signature) Alexis Cassidy
Assistant Vice President

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

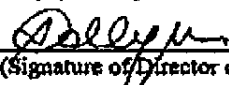
Address: _____

Treasurer: _____

Address: _____

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ALTA ASSOCIATES FLORIDA

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. Susan M. Collyns, Vice President - Finance, CFO, Secretary
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

California Pizza Kitchen, Inc.

List of Officers

Name: Larry S. Flax **Title:** Co-CEO and Co-President
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Richard L. Rosenfield **Title:** Co-CEO and Co-President
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Susan Collyns **Title:** Vice President – Finance, CFO and Secretary
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Sarah Goldsmith-Grover **Title:** Senior Vice President
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Thomas Beck **Title:** Senior Vice President
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

List of Directors

Name: Larry S. Flax
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Richard L. Rosenfield
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: William C. Baker
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Rick J. Caruso
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Henry Gluck
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Charles G. Phillips
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

Name: Dick Poladian
Bus. Addr.: 6053 W. Century Blvd., 11th Floor, Los Angeles, CA 90045

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Delaware

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The First State

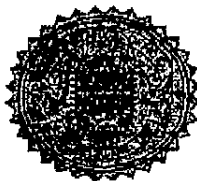
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CALIFORNIA PIZZA KITCHEN, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CALIFORNIA PIZZA KITCHEN, INC." WAS INCORPORATED ON THE TWELFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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040844576



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3496215

DATE: 11-23-04

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