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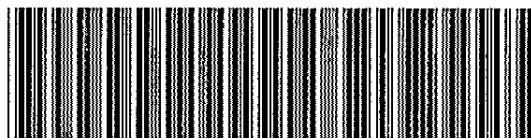
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TALLAHASSEE, FLORIDA

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STATE DIVISIONS
TALLAHASSEE, FLORIDA

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Q. Castillo DEC 22 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 092108 4813542

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 61.25

ORDER DATE : December 17, 2004

ORDER TIME : 11:46 AM

ORDER NO. : 092108-080

PLEASE FILE 2ND**

CUSTOMER NO: 4813542

CUSTOMER: Rory O'neill
Pillsbury Winthrop LLP
18th Floor
101 West Broadway
San Diego, CA 92101

*Confliction name withdrawn
on the file 1st time.*

FOREIGN FILINGS

NAME: CALIFORNIA PIZZA KITCHEN, INC.
(DELAWARE CALIFORNIA PIZZA
KITCHEN, INC.)

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY **QUANTITY OF 3 PLEASE**

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

DEC. 22. 2004 5:31PM

CORPORATION SVC CO

NO. 783 P. 1/10



CSC - TALLAHASSEE
1201 Hays Street
Tallahassee FL 32301

CORPORATION SERVICE COMPANY

850 558 1500
850-558 1515

FAX COVER SHEET

DATE: December 22, 2004

TO: CHERYL COULLIETTE

FAX NO.: 850-245-6897

FROM: SUSIE KNIGHT

TOTAL PAGES: 10 (including cover sheet)

If you do not receive all pages, please call.

Re: CALIFORNIA PIZZA KITCHEN, INC. (DELAWARE CALIFORNIA
IZZA
Client Ref#: 00000-000-0000
Our Order#: 092108-080

HI CHERYL: HERE IS THE RESOLUTION YOU NEEDED. THANKS
SO MUCH FOR YOUR HELP.

CALIFORNIA PIZZA KITCHEN, INC.
a Delaware corporation

The undersigned, Susan M. Collins, does hereby certify that she is the duly elected, qualified and acting Secretary of California Pizza Kitchen, Inc., a Delaware corporation (the "Company") and the undersigned does hereby further certify as follows:

Attached hereto as Exhibit A is a true and correct copy of the resolutions of the Company's Board of Directors pertaining to the revocation of the use of a fictitious business name in various states where the Company's name was not available for use and where the Company has qualified to transact interstate business. Such resolutions have not been amended, altered or rescinded and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned hereby certifies the above to be true and has executed this certificate this 7th day of December, 2004.



Susan M. Collins, Secretary

FILED
2004 DEC 22 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

ACTION BY WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

OF

CALIFORNIA PIZZA KITCHEN, INC.,
a Delaware corporation

The undersigned, being all of the members of the Board of Directors of California Pizza Kitchen, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Corporation (the "Board") and direct that this written consent be filed with the minutes of the proceedings of the Board:

Revocation of Fictitious Name

WHEREAS, the Board previously authorized the Corporation to qualify as a foreign corporation in each state in which the Corporation transacts business (the "Foreign Qualification Filings");

WHEREAS, it was necessary for the Corporation to qualify under a fictitious name in many states as its true name conflicted with an existing corporation domiciled or qualified in such state;

WHEREAS, upon consummation of the merger between the Corporation and California Pizza Kitchen, Inc., a California corporation (the "Merger"), in which the Corporation will be the survivor, the Corporation's actual name will become available for use in each state in which the Corporation qualified under a fictitious name; and

WHEREAS, upon consummation of the Merger, the Corporation would like to amend its Foreign Qualification Filings in each state in which the Corporation qualified under a fictitious name to reflect the actual name of the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that for the purpose of amending the Corporation's Foreign Qualification Filings in any state to reflect the true name of the Corporation, the officers of this Corporation are, and each acting alone is, hereby authorized to make and file all necessary certificates, reports, licenses, permits, powers of attorney and other instruments as may be required by the laws of such state, territory, municipality, dependency or country to reflect the Corporation's true name.

General Authorizations

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further agreements, certificates, instruments and other documents as such officer of this Corporation may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of this Corporation in connection therewith, the execution and delivery of such agreements, certificates, instruments and other documents and the taking of any such action conclusively to evidence the due authorization thereof by this Corporation; and

RESOLVED FURTHER, that all actions heretofore taken by any officer, employee or agent of the Corporation in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This Written Consent shall be filed in the Minute Book of the Corporation and become a part of the records of the Corporation. This Written Consent may be executed in one or more counterparts, each of which shall be an original and all of which together shall be one and the same instrument.

[Signature Page to Follow]

DEC. 22. 2004 5:31PM

CORPORATION SVC CO

NO. 783 P. 5/10

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of California Pizza Kitchen, Inc., have executed this written consent as of the 17th day of December, 2004.



William C. Baker

Rick J. Caruso

Larry S. Flix

Henry Gluck

Dick Poladian

Charles G. Phillips

Richard L. Rosenfield

DEC. 22. 2004 5:32PM

CORPORATION SVC CO

NO. 783 P. 6/10

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