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Florida Department of State
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05 JAN -4 AM 7:45
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Dunkin' Brands, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN -4 AM 9:20

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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. Dunkin' Brands, 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. 51-0120378
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/17/1973 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. 130 Royall Street Canton, MA 02021
(Principal office address)

Legal Department Mail Stop 3 East A 130 Royall Street Canton, MA 02021
(Current mailing address)

8. _____
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

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.

C T Corporation System

By: Connie Bryan / Special Assistant Secretary
(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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TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: Jon Luther
Address: 130 Royall Street
Canton, MA 02021

Vice Chairman: none
Address: _____

Director: Kate Lavelle
Address: 130 Royall Street
Canton, MA 02021

Director: Stephen Horn
Address: 130 Royall Street
Canton, MA 02021

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Jon Luther
Address: 130 Royall Street
Canton, MA 02021

Vice President: Will Kussell
Address: 130 Royall Street
Canton, MA 02021

Secretary: Stephen Horn
Address: 130 Royall Street, Canton, MA 02021

Treasurer: Kate Lavelle
Address: 130 Royall Street, Canton, MA 02021

see attached list

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. Christopher Perry VP Finance & Assistant Treasurer
(Typed or printed name and capacity of person signing application)

**Officers and Directors
(Business Address)**

Chairman, Chief Executive Officer and President:

Jon L. Luther
130 Royall Street
Canton, MA 02021

Director, Vice President and Chief Financial Officer:

Kate Lavelle
130 Royall Street
Canton, MA 02021

Director, Vice President and Chief Operating Officer, U.S.:

Will Kussell
130 Royall Street
Canton, MA 02021

Director, Secretary, Vice President, Legal Officer and General Counsel:

Stephen Horn
130 Royall Street
Canton, MA 02021

Director, Vice President and Chief Operating Officer International:

Paul Lecch
130 Royall Street
Canton, MA 02021

Director, Vice President and People Services Officer:

RoJean DeChantal
130 Royall Street
Canton, MA 02021

Director, Vice President and Strategy Officer:

Jayne Fitzpatrick
130 Royall Street
Canton, MA 02021

Director, Vice President and Menu and Concept Officer:

Joseph Scafido
130 Royall Street
Canton, MA 02021

Vice President Finance and Assistant Treasurer:

Mark Cote
130 Royall Street
Canton, MA 02021

Vice President Finance and Assistant Treasurer:

Christopher Perry
130 Royall Street
Canton, MA 02021

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TALLAHASSEE, FLORIDA

Delaware

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The First State

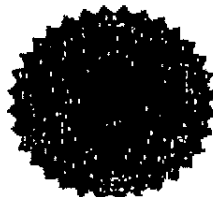
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUNKIN' BRANDS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3592668

DATE: 01-03-05