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Florida Department of State
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Strategic Restaurants Acquisition Corp.

Certificate of Status	0
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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. Strategic Restaurants Acquisition Corp.

(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

(State or country under the law of which it is incorporated)

3. 30-0266377

(FBI number, if applicable)

4. April 30, 2004

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. n/a

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

7. Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CA

(Principal office address)

Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CA

(Current mailing address)

8. Operation of 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 NOT acceptable)

Name: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

, Florida 33324

(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.

By: _____

CT Corporation System

(Registered agent's signature)

TARA C. COFER

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:

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A. DIRECTORS

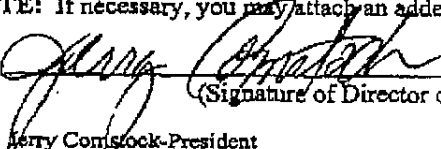
Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Robert DavenportAddress: Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CADirector: Jerry ComstockAddress: Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CA**B. OFFICERS**President: Jerry ComstockAddress: Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CAVice President: Robert DavenportAddress: Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CASecretary: Mark MillmanAddress: Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CATreasurer: Robert DavenportAddress: Bishop Ranch 3000 Executive Parkway, Suite 515 San Ramon, CA

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. Jerry Comstock-President

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

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Delaware

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The First State

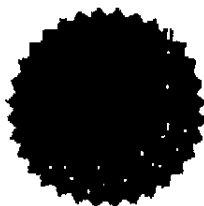
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STRATEGIC RESTAURANTS ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2005.

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

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3636147

DATE: 01-24-05