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Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Alabama Dairy Queen, Inc.

Certificate of Status	0
Certified Copy	1
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

2005 JUN 29 A 8:49

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Alabama Dairy Queen, 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. Alabama

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

3. 20-0413418

(FEI number, if applicable)

4. June 10, 2003

(Date of incorporation)

5. perpetual

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

6. June 10, 2003

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

7. 27 Inverness Center Parkway, Birmingham, AL 35242

(Principal office address)

27 Inverness Center Parkway, Birmingham, AL 35242

(Current mailing address)

8. own and operate franchise licensing business and all other lawful business

(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 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.

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

Connie Bryan

(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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A. DIRECTORSChairman: George W. Barber, Jr.Address: 27 Inverness Center Parkway, Birmingham, AL 35242SECRETARY OF STATE
TALLAHASSEE, FLORIDAVice Chairman: n/a

Address: _____

Director: B. Austin CunninghamAddress: 27 Inverness Center Parkway, Birmingham, AL 35242Director: James N. Hicks and T. Paul SanfordAddress: 27 Inverness Center Parkway, Birmingham, AL 35242**B. OFFICERS**President: B. Austin CunninghamAddress: 27 Inverness Center Parkway, Birmingham, AL 35242Vice President: James N. Hicks, Executive Vice President - Operations and Chief Operations OfficerAddress: 27 Inverness Center Parkway, Birmingham, AL 35242Secretary: T. Paul Sanford, Secretary, Treasurer and Chief Financial OfficerAddress: 27 Inverness Center Parkway, Birmingham, AL 35242

Treasurer: _____

Address: _____

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

13. T. Paul Sanford

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

14. T. Paul Sanford, Secretary

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

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Alabama Dairy Queen, Inc. incorporated in Jefferson County, Birmingham, Alabama on June 10, 2003. I further certify that the records do not disclose that said Alabama Dairy Queen, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 23, 2005

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State