

F05000005819

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000238854 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
2005 OCT -7 AM 9:44
TALLAHASSEE, FLORIDA

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

RECEIVED
05 OCT -7 AM 7:50
DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION
RESTAURANT ACQUISITION PARTNERS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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. Restaurant Acquisition Partners, 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 (State or country under the law of which it is incorporated) 3. (FEI number, if applicable) 4. 10/3/05 (Date of incorporation) 5. Perpetual (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. 5950 Hazeltine National Drive, Ste 290 Orlando, FL 32822 (Principal office address) 5950 Hazeltine National Drive, Ste 290 Orlando, FL 32822 (Current mailing address)

8. To engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware (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: 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.

By: Carla Lohi (Registered agent's signature) Carla Lohi Asst. 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:

2005 OCT -7 AM 9:44 TALLAHASSEE, FLORIDA

Oct 07 05 11:37a Administration

4072409176

P. 2

FILED
2005 OCT -7 AM 9:44
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: CHRISTOPHER R. THOMAS
Address: 5950 HAZELTINE NATIONAL DRIVE, SUITE 290
ORLANDO, FL 32822

Vice Chairman: _____
Address: _____

Director: OLYDE E. CULP III
Address: 5950 HAZELTINE NATIONAL DRIVE, SUITE 290
ORLANDO, FL 32822

Director: JOHN M. CREED
Address: 5950 HAZELTINE NATIONAL DRIVE, SUITE 290
ORLANDO, FL 32822

B. OFFICERS

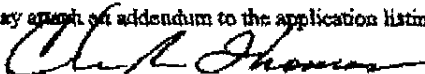
President: CHRISTOPHER R. THOMAS
Address: 5950 HAZELTINE NATIONAL DRIVE, SUITE 290
ORLANDO, FL 32822

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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 R. THOMAS, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

The First State

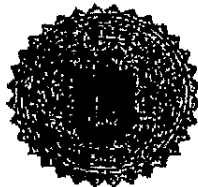
FILED
2005 OCT -7 AM 9:44
TALLAHASSEE, FLORIDA
PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESTAURANT ACQUISITION PARTNERS, 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 SEVENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RESTAURANT ACQUISITION PARTNERS, INC." WAS INCORPORATED ON THE THIRD DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4212326

DATE: 10-07-05

4035048 8300

050823168