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Division of Corporations

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**F05 000 006253**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

**F05-6253**

**FOREIGN PROFIT QUALIFICATION**

**Back Yard Burgers, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

05 OCT 26 AM 9:00

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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. Back Yard Burgers, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 64-0737163  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1990 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1657 N. Shelby Oaks Dr., Suite 105 Memphis, TN 38134  
(Principal office address)

Same  
(Current mailing address)

8. Quick-serve restaurant operations  
(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 Pine Island Rd

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.

John J. Linnihan

(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:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 OCT 26 AM 9:00

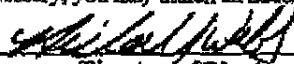
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**A. DIRECTORS**Chairman: Lattimore MichaelAddress: 1657 N. Shelby Oaks Dr., Suite 105Memphis, TN 38134

Director:

Vice-Chairman: Joseph WeissAddress: 1657 N. Shelby Oaks Dr., Suite 105Memphis, TN 38134Director: Jim PetersonAddress: 1657 N. Shelby Oaks Dr., Suite 105Memphis, TN 38134Director: Kurt HenkeAddress: 1657 N. Shelby Oaks Dr., Suite 105Memphis, TN 38134**B. OFFICERS**CEO/President: Lattimore MichaelAddress: 1657 N. Shelby Oaks Dr., Suite 105Memphis, TN 38134Vice President: Michael MyersAddress: 1657 N. Shelby Oaks Dr., Suite 105Memphis, TN 38134Secretary: Michael G. WebbAddress: 1657 N. Shelby Oaks Dr., Suite 105 Memphis, TN 38134Treasurer: Michael G. WebbAddress: 1657 N. Shelby Oaks Dr., Suite 105 Memphis, TN 38134

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. Michael G. Webb, Chief Financial Officer / Secretary

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

# *Delaware*

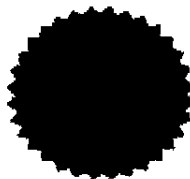
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BACK YARD BURGERS, 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 TWENTY-FIFTH DAY OF OCTOBER, 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 TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4251232

DATE: 10-25-05