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FOREIGN PROFIT/NONPROFIT CORPORATION

Togos Eateries, Inc.

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. Togos Eateries, 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. California 3. 94-2408593
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/31/1977 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2000
(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)

130 Royall Street, Legal Dept. 3 East A, Canton, MA 02021
(Current mailing address)

8. franchising sandwich shops
(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, 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.

CT Corporation System

By: Connie Bryan CONNIE BRYAN
(Registered agent's signature) SPECIAL 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:

A. DIRECTORS

Chairman: see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attachment

Address: _____

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. Marc Cote VP & Asst. Treasurer

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

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Officers and Directors

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

Stephen Horn
130 Royall Street
Canton, MA 02021

Chief Operating Officer, U.S.:

Will Russell
130 Royall Street
Canton, MA 02021

Chief Administrative Officer:

Paul Leech
130 Royall Street
Canton, MA 02021

People Services Officer:

RoJean DeChantal
130 Royall Street
Canton, MA 02021

Strategy Officer:

Jayne Fitzpatrick
130 Royall Street
Canton, MA 02021

Menu and Concept Officer:

Joseph Scafido
130 Royall Street
Canton, MA 02021

Vice President Accounting & Tax 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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SECRETARY OF STATE
SACRAMENTO, CALIFORNIA

**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **31ST** day of **MAY**, 1977, **TOGOS EATERIES, INC.**, became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 1, 2006.



Bruce McPherson

BRUCE McPHERSON
Secretary of State