

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

RM Restaurant Holding 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. RM Restaurant Holding 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. 20-5392217

(FEI number, if applicable)

4. August 16, 2006

(Date of incorporation)

5. Perpetual

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

6. Not applicable

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

(Principal office address)

5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

(Current mailing address)

8. Holding corporation

(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: C T 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.

C T Corporation System

By: James M. Newsome

(Registered agent's signature)

JAMES M. NEWSOME

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: {Please see Exhibit A attached hereto}

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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

14. Anthony Polazzi, Vice President

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

EXHIBIT A TO APPLICATION BY PM RESTAURANT HOLDING CORP.

DIRECTORS

Clarence E. Terry
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Doug Werking
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Frederick F. Wolfe
3660 Katella Avenue
Suite 100
Cypress, CA 90630

OFFICERS

✓ Frederick F. Wolfe - CEO and President
3660 Katella Avenue
Suite 100
Cypress, CA 90630

✓ Steven L. Tanner - CFO, Secretary and Treasurer
3660 Katella Avenue
Suite 100
Cypress, CA 90630

Clarence E. Terry - Vice President
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

✓ Doug Werking - Vice President and Assistant Secretary
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

M. Steven Liff - Vice President
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Anthony Polazzi - Vice President
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Michael J. McConvery - Vice President and Assistant Secretary
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

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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 "RM RESTAURANT HOLDING 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 SIXTEENTH DAY OF AUGUST, A.D. 2006.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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060766850

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4978707

DATE: 08-16-06