

F06000007847

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FOREIGN PROFIT/NONPROFIT CORPORATION

Fazoli's Restaurant Group, Inc.

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December 22, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: FAZOLI'S RESTAURANT GROUP, INC.
REF: W06000054894

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P.O BOX 6327 - Tallahassee, Florida 32314

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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. Fazoli's Restaurant Group, 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. 20-5593113

(FEI number, if applicable)

4. 09/18/2006

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

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

7. 2470 Palumbo Drive, Lexington, KY 40509

(Principal office address)

same

(Current mailing address)

8. _____

(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

(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.

CT Corporation System

By: Carol Record

(Registered agent's signature)

Carol Record
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:

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A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert Weismueller

Address: 2470 Palumbo Drive

Lexington, KY 40509

Vice President: _____

Address: _____

Secretary: M. Elizabeth Moore

Address: 2470 Palumbo Drive, Lexington, KY 40509

Treasurer: David Smith

Address: 2470 Palumbo Drive, Lexington, KY 40509

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

13. David Smith

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

14. David Smith, Treasurer

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

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**Attachment to Florida
Officers & Directors**

- 1 **Full Name:** Michael Gillen
 Officer/Director: Director
 Officer's Title:
 Director's Title: Director
 Business Address: 5200 Town Center Circle, Suite 470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
- 2 **Full Name:** Douglas Werking
 Officer/Director: Director
 Officer's Title:
 Director's Title: Director
 Business Address: 5200 Town Center Circle, Suite 470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
- 3 **Full Name:** Robert Weissmueller
 Officer/Director: Director
 Officer's Title:
 Director's Title: Director
 Business Address: 2470 Palumbo Drive
 City: Lexington
 State: KY
 ZIP Code: 40509

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Delaware

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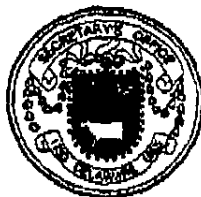
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAZOLI'S RESTAURANT GROUP, 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 TWENTIETH DAY OF DECEMBER, A.D. 2006.

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

4221298 8300

061171616



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5298317

DATE: 12-20-06