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Division of Corporations
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Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

PALS PLACES INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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Electronic Filing Menu

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Help

JAN 28 PM 2:36

18.1-29

**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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. PALS PLACES 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. 26-1201410

(FEI number, if applicable)

4. 09/14/2007

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION IN 2008

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

7. c/o John J. Wolfel, Jr., Esq., Foley & Lardner LLP, One Independent Dr., Suite 1300, Jacksonville, FL 32202

(Principal office address)

c/o John J. Wolfel, Jr., Esq., Foley & Lardner LLP, One Independent Dr., Suite 1300, Jacksonville, FL 32202

(Current mailing address)

8. To own and operate a restaurant and any or all other lawful business permitted under the laws of the State of Florida.

(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: F & L CORP.

Office Address: ONE INDEPENDENT DR., SUITE 1300

JACKSONVILLE

(City)

, Florida 32202

(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.

F & L CORP.

By: Charles V. Hedrick

(Registered agent's signature)

Charles V. Hedrick, Authorized Signatory

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Curt Koon

Address: 167 N. Collier Blvd., Unit J-10

Marco Island, FL 34145

Director: Jacquie Koon

Address: 167 N. Collier Blvd., Unit J-10

Marco Island, FL 34145

B. OFFICERS

President: Curt Koon

Address: 167 N. Collier Blvd., Unit J-10

Marco Island, FL 34145

Vice President: _____

Address: _____

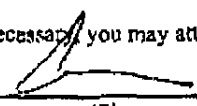
Secretary: Jacquie Koon

Address: 167 N. Collier Blvd., Unit J-10, Marco Island, FL 34145

Treasurer: Jacquie Koon

Address: 167 N. Collier Blvd., Unit J-10, Marco Island, FL 34145

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. Curt Koon, President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALS PLACES 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-SECOND DAY OF JANUARY, A.D. 2008.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Fax Audit No: H08000022978



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6325539

DATE: 01-22-08