

F10020003590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

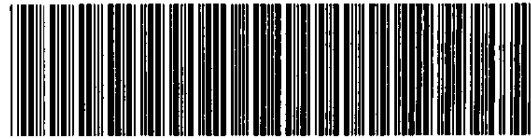
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. Shivers AUG 11 2010

1128-013
6/18

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Old Chicago Franchising Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephanie Devine
(Name of Person)

Rock Bottom Restaurants
(Firm/Company)

248 Centennial Pkwy
(Address)

Louisville, CO 80027
(City/State and Zip code)

For further information concerning this matter, please call:

Stephanie Devine at (303) 464-4083
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Old Chicago Franchising Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "Co.," or "Corp.")

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

2. Delaware 3. 84-1407249
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/1/00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S. to determine penalty liability)

7. 248 Centennial Pkwy Louisville CO 80027
(Principal office address)

248 Centennial Pkwy Louisville CO 80027
(Current mailing address)

8. Restaurant Management
(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: NRAI services Inc

Office Address: 2731 Executive Park Dr SE 4

Weston Florida 33331
(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.

Nicole Chouinard

Nicole Chouinard, Assistant Secretary

(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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Frank Day

Address: 247 Centennial Pkwy
Louisville, CO 80027

Vice Chairman: Robert Greenice

Address: 248 Centennial Pkwy
Louisville, CO 80027

Director: W. G. Warfield

Address: 247 Centennial Pkwy
Louisville, CO 80027

Director: Art Wong

Address: 248 Centennial Pkwy
Louisville, CO 80027

B. OFFICERS

President: Frank Day

Address: 247 Centennial Pkwy
Louisville CO 80027

Vice President: John Hyduke

Address: 248 Centennial Pkwy
Louisville, CO 80027

Secretary: N/A - VACANT

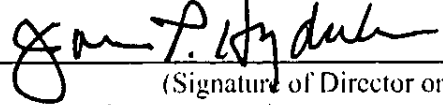
Address: _____

Treasurer: N/A - VACANT

Address: _____

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SECRETARY OF THE
TENNAMASSE FISH

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. John Hyduke, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD CHICAGO FRANCHISING CORPORATION" 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-FIRST DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLD CHICAGO FRANCHISING CORPORATION" WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 1999.

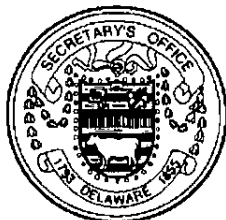
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE, FLORIDA

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100674847




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8066355

DATE: 06-21-10