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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

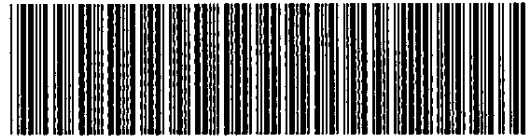
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Strategic Franchising Systems, Inc.
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," or "Certificate of Good Standing" 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:

Jeffrey D. Siehl

Name of Person

Strategic Franchising Systems, Inc.

Firm/Company

10700 Montgomery Rd., Ste. 300

Address

Cincinnati, OH 45242

City/State and Zip code

jsiehl@franchisesupport.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeff Siehl

Name of Person

at (513) 587-4980

Area Code & Daytime Telephone Number

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

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JUL 06 2011

**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. Strategic Franchising Systems, 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. Ohio

(State or country under the law of which it is incorporated)

3. 31-1411251

(FEI number, if applicable)

4. August 1, 1994

(Date of incorporation)

5. perpetual

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

6. _____

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

7. 10700 Montgomery Rd., Ste. 300, Cincinnati, OH 45242

(Principal office address)

10700 Montgomery Rd., Ste. 300, Cincinnati, OH 45242

(Current mailing address)

8. All lawful purposes

(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: Thomas H. Green

Office Address: 3371 Bayou Sound

Longboat Key

(City)

Florida 34228

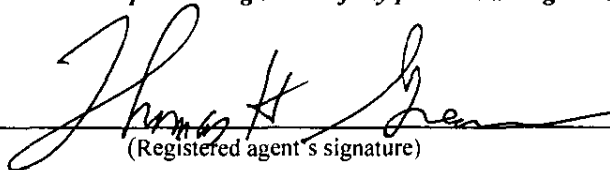
(Zip code)

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TALLAHASSEE, FLORIDA

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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.


(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.

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

A. DIRECTORS

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Chairman: Gary D. Green

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: 10700 Montgomery Rd., Ste. 300
Cincinnati, OH 45242

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gary D. Green

Address: 10700 Montgomery Rd., Ste. 300, Cincinnati, OH 45242

Vice President: _____

Address: _____

Secretary: Jeffrey D. Siehl

Address: 10700 Montgomery Rd., Ste. 300, Cincinnati, OH 45242

Treasurer: Gary D. Green

Address: 10700 Montgomery Rd., Ste. 300, Cincinnati, OH 45242

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Jeffrey D. Siehl, Secretary/General Counsel

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

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MAY 13 2011

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show STRATEGIC FRANCHISING SYSTEMS, INC., an Ohio corporation, Charter No. 871932, having its principal location in Cincinnati, County of Hamilton, was incorporated on May 17, 1994 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 10th day of May, A.D. 2011*

Jon Husted

Ohio Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED