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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-5332

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 875-5358

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FOREIGN PROFIT/NONPROFIT CORPORATION

Carrols Corporation

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RE-SUBMIT

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TALLAHASSEE, FLORIDA



November 14, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: CARROLS CORPORATION
REF: W11000057535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P10000019771 (CARROL COMPANY, INC.).

If you have any further questions concerning your document, please call (850) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000268782
Letter Number: 811A00025679

RE-SUBMIT

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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. Carrols Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Carrols BK Corporation

(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. 16-0958146

(FEI number, if applicable)

4. 10/14/1986

(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. 968 James Street, Syracuse, New York 13203

(Principal office address)

968 James Street, Syracuse, New York 13203

(Current mailing address)

8. Any lawful act for which a corporation may be organized

(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 _____, Florida 33324
(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.

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS *Please see attached*

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS *Please see attached*

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.

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.817.135, F.S.

14.

William E. Myers, Vice President

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

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TALLAHASSEE FLORIDA

Directors:

Director & Chairman	Alan Vinuli 7300 N. Kendall Drive, 8 th Floor Miami, FL 33156
Director	Daniel T. Accordino 7300 N. Kendall Drive, 8 th Floor Miami, FL 33156
Director	Clayton E. Wilhite CFI Group USA, L.L.C. 625 Avis Drive, Ann Arbor, MI 48108
Director	Jack A. Smith 2875 NE 191st Street, Suite 402 Aventura, FL 33180
Director	Joel M. Handel 620 Eighth Avenue, New York, NY 10018
Director	Brian P. Friedman 520 Madison Avenue, 10th Floor New York, NY 10022
Director	Nicholas Daraviras 520 Madison Avenue, 10th Floor New York, NY 10022

Officers:

President & Chief Executive Officer	Daniel T. Accordino 7300 N. Kendall Drive, 8 th Floor Miami, FL 33156
Vice President, Treasurer, & CFO	Paul R. Flanders 968 James Street Syracuse, New York 13203
Vice President, Secretary & General Counsel	Joseph A. Zirkman 968 James Street Syracuse, New York 13203
Vice President & Asst. Treasurer	Timothy J. LaLonde 968 James Street Syracuse, New York 13203

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Officers (Continued):

Vice President	Jerry DiGenova 968 James Street Syracuse, New York 13203
Vice President	Richard G. Cross 968 James Street Syracuse, New York 13203
Vice President	Jeff Kent 968 James Street Syracuse, New York 13203
Vice President	William E. Myers 968 James Street Syracuse, New York 13203
Vice President	Shanna Ramirez 8918 Tesoro Dr., Suite 200 San Antonio, TX 78217
Vice President	David R. Smith 968 James Street Syracuse, New York 13203
Vice President	James Doan 968 James Street Syracuse, New York 13203
Vice President	Joseph Hoffman 968 James Street Syracuse, New York 13203
Vice President	David Morss 968 James Street Syracuse, New York 13203

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARROLS 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 TENTH DAY OF NOVEMBER, A.D. 2011.

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.

0689424 8300

111185019

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9149000

DATE: 11-10-11