

F1300004262

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6381

RE-SUBMIT

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Please retain original filing date of submission 9/26

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
Earl's Restaurants USA Inc.

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$70.00

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September 27, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

E-FILE
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SUBJECT: EARL'S RESTAURANTS USA INC.
REF: W13000053994

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

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6052.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

FAX Aud. #: E13000215167
Letter Number: 713A00022827

RE-SUBMIT

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: EARL'S RESTAURANTS USA 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:

CATHY HUMPHREY

Name of Person

EARL'S RESTAURANTS USA INC.

Firm/Company

949 WEST 3RD STREET, SUITE 108B

Address

NORTH VANCOUVER, BC V7P 3P7 CANADA

City/State and Zip code

CHUMPHREY@EARLS.CA

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

For further information concerning this matter, please call:

CATHY HUMPHREY

at (604) 990-6217

Name of Person

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

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. EARL'S RESTAURANTS USA 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. NEVADA 3. 86-0993380
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 1, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOVEMBER 1, 2013
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 949 WEST 3RD STREET, SUITE 108B, NORTH VANCOUVER, BC, V7P 3P7 CANADA
(Principal office address)
949 WEST 3RD STREET, SUITE 108B, NORTH VANCOUVER, BC, V7P 3P7 CANADA
(Current mailing address)

8. RESTAURANT MANAGEMENT SERVICES
(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: Connie Bryan
(Registered agent's signature) Assistant Secretary

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: STANLEY FULLER

Address: 5842 EAGLE ISLAND, WEST VANCOUVER, BC V7W 1V5 CANADA

Director: _____

Address: _____

B. OFFICERS

President: MOHAMED JESSA

Address: 1580 ANGUS DRIVE, VANCOUVER, BC V6J 4H3 CANADA

Vice President: CEO NOT VICE PRESIDENT STAN FULLER

Address: 5842 EAGLE ISLAND, WEST VANCOUVER, BC V7W 1V5 CANADA

Secretary: CATHY HUMPHREY

Address: PO BOX 1418 GARIBALDI HIGHLANDS, BC V0N 1T0 CANADA

Treasurer: _____

Address: _____

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

13. *Cathy Humphrey*

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. CATHY HUMPHREY, SECRETARY

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

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, EARL'S RESTAURANTS USA INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 1, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 26, 2013.

ROSS MILLER
Secretary of State



Electronic Certificate
Certificate Number: C20130926-2470
You may verify this electronic certificate
online at <http://www.nvsos.gov/>