

1204 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0111
904-222-0111

800-342-8086



F95000002709

ACCOUNT NO. : 072100000032
REFERENCE : 610570 86901J
AUTHORIZATION :
COST LIMIT : * PREPAID

ORDER DATE : June 6, 1995

ORDER TIME : 10:24 AM

ORDER NO. : 610570

CUSTOMER NO: 86901J

CUSTOMER: Ms. Gloria Barry
Prentice Hall Legal &
1090 Vermont Avenue, N.W.
4th Floor
Washington, DC 20005

200001506322
-06/06/95--01034--015
****122.50 ****122.50

FOREIGN FILINGS

NAME: HMM RESTAURANTS, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN - 6 PM 12:32
RECEIVED
95 JUN - 6 AM 11:18
DIVISION OF CORPORATION

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6/6

**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. HMH Restaurants, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. On Order
(FEI number, if applicable)
4. 5/24/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 10400 Fernwood Road Dept. 72/862
Bethesda, Maryland 20817
(Current mailing address)
8. To hold fee and lease hold title to real property and to hold other assets relating thereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Gloria M. Barry Asst. Secy.
(Registered agent's signature)
Gloria M. Barry, Asst. Sec.

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: (See Attached List)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: (See Attached)

Address:

Vice President:

Address:

Secretary:

Address:

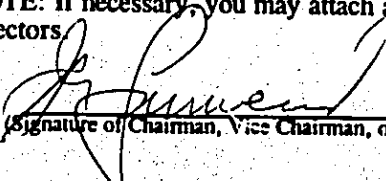
Treasurer:

Address:

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Christopher G. Townsend, Vice President

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

HMH Restaurants, Inc.

OFFICERS:

President:

Matthew J. Hart
8801 Watts Mine Terrace
Potomac, Maryland 20854
SS: 083-40-9184

Vice President:

Christopher G. Townsend
10 Paramus Court
Potomac, Maryland 20854
SS: 014-38-4177

Secretary:

Christopher G. Townsend
As Above

Assistant Secretary:

Susan E. Wallace
25 Bush Hill Court
Gaithersburg, Maryland 20882
SS: 266-49-3431

Treasurer:

Robert E. Parsons, Jr.
5 Paramus Court
N. Potomac, Maryland 20878
SS: 529-90-7736

DIRECTORS:

Richard E. Marriott
18040 Pleasant Hill Drive
Potomac, Maryland 20854
SS: 578-52-7762

Matthew J. Hart
8801 Watts Mine Terrace
Potomac, Maryland 20854
SS: 083-40-9184

Stephen J. McKenna
8109 Coach Street
Potomac, Maryland 20854
SS: 050-32-6448

BUSINESS ADDRESS:

10400 Fernwood Road
Bethesda, Maryland 20817

STATE OF INCORPORATION:

Delaware - May 24, 1995

FEDERAL ID. NO.:

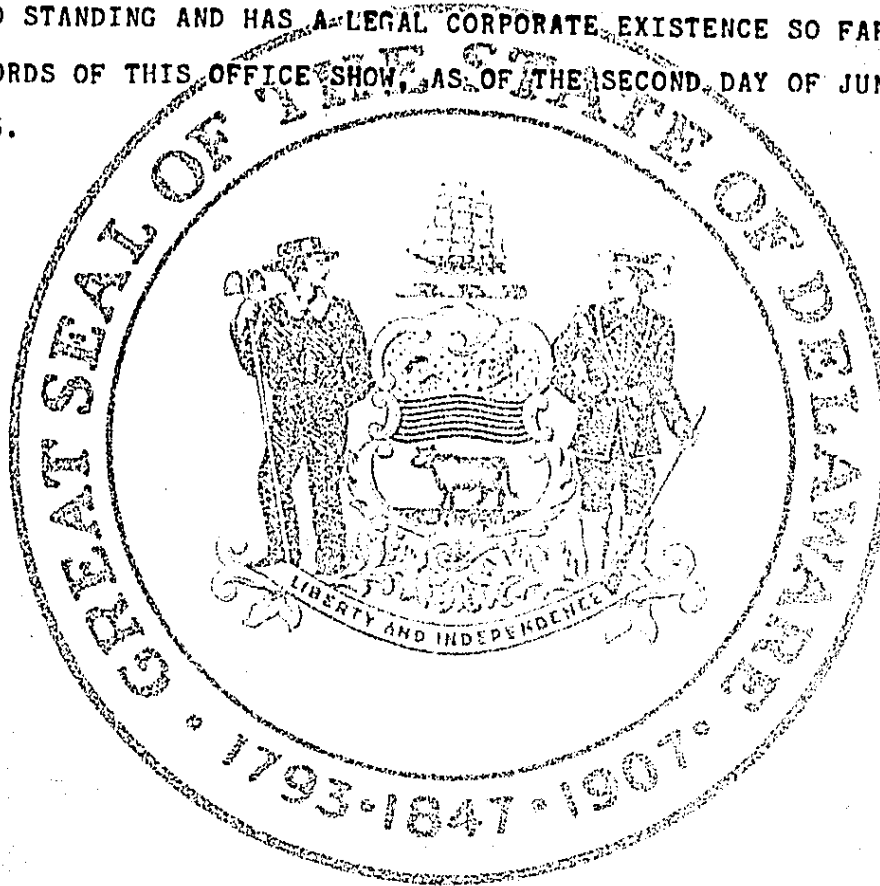
ON ORDER

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May 31, 1995

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMH RESTAURANTS, 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 SECOND DAY OF JUNE, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 JUN -6 PM 12:32



Edward J. Freel

Edward J. Freel, Secretary of State

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950122545

AUTHENTICATION: 7525989

DATE: 06-02-95