

# F95

# WINTHROP & WEINSTINE

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May 24, 1995

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Reply To

Minneapolis

Qualification/Registration Section  
Florida Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Nath Florida Franchise Group II, Inc.


TO WHOM IT MAY CONCERN:

Enclosed for filing please find an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") executed on behalf of Nath Florida Franchise Group II, Inc.

I am also enclosing a Certificate of Good Standing issued by the Secretary of State of the State of Minnesota, a check in the amount of \$131.25 to cover the filing fee, Registered Agent Designation fee, a Certificate of Status and a certified copy of the Application. If you have any questions concerning this Application, please call me.

Very truly yours,

WINTHROP & WEINSTINE, P.A.

By -   
Diane M. Crowl  
Legal Assistant

DMC/MPLS:49744

Enclosures

cc: Mahendra Nath  
Marvin C. Ingber, Esq.

FEDERAL EXPRESS

SECRETARY OF STATE  
FILED  
JUN 23 1995  
JUN 23 1995

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-06/26/95--01094--003  
\*\*\*\*131.25 \*\*\*\*131.25

## TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Nath Florida Franchise Group II, Inc.  
(Name of corporation)

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:

Marvin C. Ingber  
(Name of Person)  
Winthrop & Weinstein, P.A.  
(Firm/Company)  
3000 Dain Bosworth Plaza  
(Address)  
Minneapolis, MN 55402-4430  
(City, State and Zip Code)

FILED  
SECRETARY OF STATE  
DATE: 05 JUN 79 11:29

Should you need to call someone concerning this matter, please call:

Marvin C. Ingber at ( 612 ) 347 - 0654  
(Name of Person) Area Code & Daytime Telephone Number

### COURIER ADDRESS:

Qualification/Registration Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Registration Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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. Nath Florida Franchise Group II, 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. Minnesota 3. 41-1806613  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/5/95 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 24, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249  
(Current mailing address)
8. See Exhibit A attached  
(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: Vance Rossell  
Office Address: 16 Lake Vista Way  
Ormond Beach, Florida, 32174  
(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.*

Vance Rossell

(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mahendra Nath

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Director ~~Vice Chairman~~ Ashok Mehta

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Director: Asha Nath

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Director: Shallini Nath Walla

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Director: Deepak Nath  
5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

B. OFFICERS

President/CEO/CFO and Managing Owner: Mahendra Nath

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Senior Vice President: Ashok Mehta

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Vice President and Secretary: Asha Nath

Address: 5775 Wayzata Boulevard, Suite 800  
St. Louis Park, MN 55416-1249

Managing Director ~~Vice Chairman~~ Vance Rossell

Address: 16 Lake Vista Way  
Ormond Beach, FL 32174

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

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

14. Mahendra Nath, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

## EXHIBIT A

### PURPOSES AND POWERS

The corporation is organized solely for the purpose of operating Burger King restaurants and shall possess all power necessary to conduct any business in which it is authorized to engage, including but not limited to, all those powers expressly conferred upon business corporations by Chapter 302A of the Minnesota Statutes, as it may from time to time be amended, together with those powers implied therefrom.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 29 11:11:29

State of Minnesota

**SECRETARY OF STATE**

Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

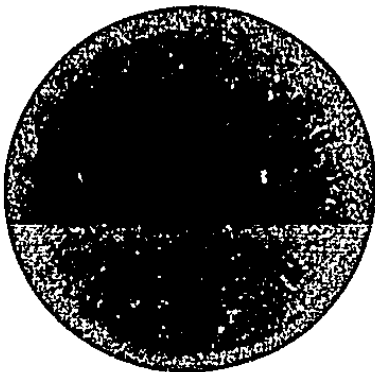
Name: Nath Florida Franchise Group II, Inc.

Date Formed: 04/05/1995

Chapter Governed By: 302A

This certificate has been issued on 04/21/95.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 28 PM 11:29



*Joan Anderson Grove*  
Secretary of State.