

F95000004304

Document Number only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

10000015700001
09/08/95 010000-013
*****70.00 *****70.00

Paintwest Corp, Inc.

SEP 8 1995
TALLAHASSEE, FLORIDA
mtm

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|----------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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9-6-95

For Today please

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Rainforest Cafe, 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
(State or Country under the law of which it is incorporated)

3. 41-1779527
(FEI number, if applicable)

4. 2-3-94 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 720 So. 5th Street, Hopkins, MN 55343

(Current mailing address)

8. Retail/restaurant facility
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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

Susan J. Wanner
(Registered agent's signature) (Officer)

Susan J. Wanner, Asst. Secretary

(Type Name and Title of Officer)

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 SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

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

13. *Martin J. O'Dowd*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Martin J. O'Dowd, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RAINFOREST CAFE, INC.
OFFICERS AND DIRECTORS**

Lyle Berman
Chairman of the Board and Chief Executive Officer
13705 1st Avenue North
Plymouth, MN 55441

Martin J. O'Dowd
Director, President, Chief Operating Officer and Secretary
720 So. 5th Street
Hopkins, MN 55343

Steven W. Schussler
Director, Executive Vice President-Operations
720 So. 5th Street
Hopkins, MN 55343

Eren Ucan
Director, Executive Vice President-Purchasing
720 So. 5th Street
Hopkins, MN 55343

Kenneth W. Brimmer
Assistant Secretary
13705 1st Avenue North
Plymouth, MN 55441

David L. Rogers
Director
720 So. 5th Street
Hopkins, MN 55343

Joel N. Waller
Director
720 So. 5th Street
Hopkins, MN 55343

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State of Minnesota

SECRETARY OF STATE

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STATE
TALLAHASSEE, FLORIDA

Certificate of Good Standing

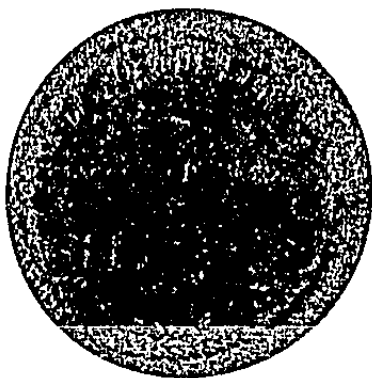
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that 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: Rainforest Cafe, Inc.

Date Formed: 02/03/1994

Chapter Governed By: 302A

This certificate has been issued on 09/05/95.



Joan Anderson Growe
Secretary of State.

CT CORPORATION SYSTEM

F95000004304

July 8, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Rainforest Cafe, Inc.
Order #: 924779

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-07/14/97--01146-001
*****35.00 *****35.00

Counsel: Ann Keenan
Maslon Edelman Borman & Brand
90 S. 7th Street
3300 Norwest Center
Minneapolis, MN 55402

Dear Sir or Madam:

As requested by counsel, we enclose for filing withdrawal documents on behalf of this corporation, together with funds in payment of the required fees. These documents should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,

Molly Williams
Molly A. Williams
Customer Specialist

/maw

Enclosure(s)

FILED
97 JUL 14 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done 7/16 withdrawal

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Rainforest Cafe, Inc.
(Name of Corporation)

Minnesota
(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

720 So. 5th St.

(Mailing Address)

Hopkins, MN 55343

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

6/30/97
Date

Mark Robinow
Typed or printed name

CFO
Title