

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



F96000003455

ACCOUNT NO. : 072100000032

REFERENCE : 984722 4347637

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizjuts

ORDER DATE : June 12, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 984722

CUSTOMER NO: 4347637

W96-12537 1066
700001860087

CUSTOMER: Mr. Darrell R. King
Hughes & Luce
111 Congress Suite 900

Austin, TX 78701

FOREIGN FILINGS

NAME: SCHLOTZSKY'S REAL ESTATE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 12 AM 10:40

100001889451
-07/10/96--01034--013
***1200.00 ***1200.00

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96 JUN 12 PM 12:05
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1996

CSC-DANIEL LEGGETT
Schlotzsky's
Real Estate, INC.
Ref. Number: W9600012537
984722

RESUBMIT

Please give original
submission date as file date.

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SECRET
JUN 12 11:10:40

We have received your document(s) in this office, however, the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 396A00029340

RESUBMIT

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submission date as file date.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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JUN 12 11:10:40

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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. Schlotsky's Real Estate, 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. Texas
(State or country under the law of which it is incorporated)
3. 74-2654209
(FEI number, if applicable)
4. January 1, 1993
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 200 W. Fourth Street, Austin, Texas 78701
(Current mailing address)
8. Any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.
(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 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 obligation of my position as registered agent.

Patricia Pizzuto

(Registered agent's signature) (Officer)

Patricia Pizzuto, Assistant Secretary

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

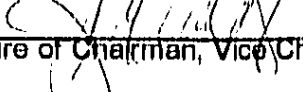
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. John C. Wooley, President _____
(Typed or printed name and capacity of person signing application)

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Schlotsky's Real Estate, Inc.
List of Officers and Directors

Directors:

John C. Wooley
200 West Fourth Street
Austin, Texas 78701

Jeffrey J. Wooley
200 West Fourth Street
Austin, Texas 78701

Officers:

President
John C. Wooley
200 West Fourth Street
Austin, Texas 78701

Vice President and Secretary
Jeffrey J. Wooley
200 West Fourth Street
Austin, Texas 78701

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

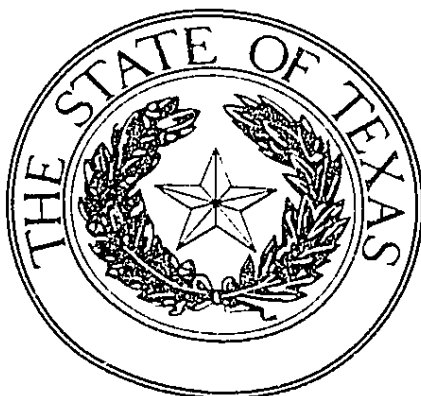
SCHLOTZSKY'S REAL ESTATE, INC.
CHARTER NO. 1255051-0

were filed in this office and a certificate of incorporation was issued on

DECEMBER 30, 1992;
(WITH AN EFFECTIVE DATE OF JANUARY 1, 1993);

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 21, 1996.*

Antonio O. Garza, Jr.
Secretary of State

DEM