

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171

904-222-9172 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 148597 4343228

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 7, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 148597-010

CUSTOMER NO: 4343228

CUSTOMER: Ms. Susan A. Thompson
James Denecke & Harris
1150 Pioneer Tower
888 S.W. 5th Avenue
Portland, OR 97204

300002003123-1-0
-11/13/96--01131--006
****157.50 *****78.75

56 NOV -8 PM12:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MCCORMICK & SCHMICK'S
FINANCIAL SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

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. McCormick & Schmick's Financial Services, 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. Oregon
(State or country under the law of which it is incorporated)
3. 93-1195617
(FEI number, if applicable)
4. 10/20/95
(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 617.188, 189.))
7. 720 SW Washington Street, Suite 550
Portland, OR 97205-3507
(Current mailing address)
8. Restaurant consulting/services
(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: Corporation Service Company
Office Address: 1201 Nays Street
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.

By: Robyn Repass
(Registered agent's signature)
Robyn Repass
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.

FILED
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TALLAHASSEE, FLORIDA

10/17/06 09:30

1 206 343 7318

CSC

4000

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Co-Chairman: William P. McCormick
Address: 720 SW Washington Street, Suite 550
Portland, OR 97205-3507

Co-Chairman: Douglas L. Schmick
Address: 720 SW Washington Street, Suite 550
Portland, OR 97205-3507

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS


President: William P. McCormick
Address: 720 SW Washington Street, Suite 550
Portland, OR 97205-3507

Vice President: Jerry R. Kelso
Address: 720 SW Washington Street, Suite 550
Portland, OR 97205-3507

Secretary: Douglas L. Schmick
Address: 720 SW Washington Street, Suite 550
Portland, OR 97205-3507

Treasurer: Douglas L. Schmick
Address: 720 SW Washington Street, Suite 550
Portland, OR 97205-3507

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. Douglas L. Schmick, Sec/Treas.
(Typed or printed name and capacity of person signing application)

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

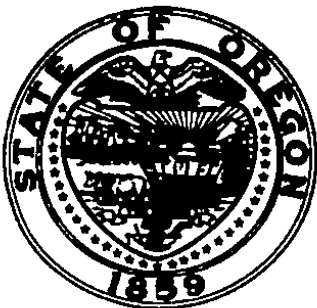
MCCORMICK & SCHMICK'S FINANCIAL SERVICES, INC.

was
incorporated
under the Oregon
Business Corporation Act
on

October 20, 1995

and is active on the records of the Corporation
Division as of the date of this certificate.

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96 NOV -8 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By

Catherine K. Staples
Catherine K. Staples

October 21, 1996

F96000005848

CHRISTOPHER JAMES
DAVID R. DENECKE
J. RICHARD CHURCH
KUSAN D. MAHMOUD
RONALD D. KUBIAY

ALVIN H. DENECKE
(916-1003)

JAMES & DENECKE, P.C.
ATTORNEYS AT LAW

1150 PIONEER TOWER
888 SW FIFTH AVENUE
PORTLAND, OREGON 97204-2008
(503) 228-7007
FAX (503) 222-7201
E-MAIL: jcd@jdh.com
http://www.jdh.com

CHRISTOPHER JAMES
CHRISTOPHER L. MARTIN
JERRY L. LAWSON, JR.
AMY J. CARLTON
JILL D. LANEY
TYSON EMMETT STORCH, LL.M.
JAY H. PETERSON

* MEMBERSHIP IN
CALIFORNIA AND
PENNSYLVANIA BARS
* MEMBERSHIP IN
AND KANSAS BARS
* MEMBERSHIP IN
WASHINGTON BARS
* MEMBERSHIP IN
WASHINGTON AND
DISTRICT OF COLUMBIA BARS
OUR FIRM NUMBER:

539/95322
553/96358

September 18, 1997

State of Florida
Division of Corporations
Attention: Amendment
P. O. Box 63327
Tallahassee, FL 32314

800002293038--8
-09/22/97--01039-003
*****35.00 *****35.00

RE: McCormick & Schmick's Financial Services, Inc.
Document No. F96000005848
McCormick & Schmick's ECP III, Inc.
Document No. F96000005847

Dear Sir or Madam:

Enclosed for filing please find duplicate originals of Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the above-referenced corporations and two checks in the amount of \$35 each to cover the cost of filing.

Please return a conformed copy of the withdrawals in the return envelope provided for your convenience.

Call Sandy Kuehn of our office at the above number with any questions. Thank you for your assistance.

Very truly yours,

JAMES & DENECKE, P.C.

Amy J. Carlton
Amy J. Carlton

AJC:sk

cc: Mr. Jerry R. Kelso, w/o encls.
Corporation Service Company

sk:0539/L21.917

FILED
97 SEP 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
W. H. KELSO
22 SEP 25 1997

With reference to document number F96000005048

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

McCormick & Schmick's Financial Services, Inc.
(Name of Corporation)

Oregon

(Incorporated Under Laws Of)

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.


c/o Christopher James, Esq.
888 SW Fifth Avenue
Suite 1150

(Mailing Address)

Portland, OR 97204

(City/ State /Zip)

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

 Secretary
Signature Title

Douglas L. Schmick 9-15-97
Typed or printed name Date