

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

CS networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 180454 81397A

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 70.00.

ORDER DATE : December 9, 1996

ORDER TIME : 11:06 AM

ORDER NO. : 180454-005

CUSTOMER NO: 81397A

8000002023458--B

CUSTOMER: Mr. Kent A. Skrivan
Peck Skrivan & Faga
Suite 103
5801 Pelican Bay Boulevard
Naples, FL 33963

FOREIGN FILINGS

NAME: SWAN RIVER RESTAURANT, 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: W. Charles Earnest

FILED
96 DEC -9 PM 1:52
RECEIVED
96 DEC -9 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/9

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. Swan River Restaurant, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Massachusetts

(State or country under the law of which it is incorporated)

3. 4/14/80

(Date of incorporation)

4. Perpetual

(Duration)

5. 04-2700564

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Post Office Box 1364, Dennis Port, MA. 02639

(Current mailing address)

8. Wholesale and retail food sales including prepared foods, and related services.

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Robert Ahern

Address: 88 Perch Pond Road, Chatham, MA. 02633

Vice Chairman: N/A

Address: _____

Director: Cynthia Ahern

Address: 88 Perch Pond Road
Chatham, MA 02633

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

9. Officers:

President: Robert Ahern
Address: 88 Perch Pond Road
Chatham, MA. 02633

Vice President: N/A
Address: _____

Secretary: Cynthia Ahern
Address: 88 Perch Pond Road
Chatham, MA 02633

Treasurer: Robert Ahern
Address: 88 Perch Pond Road
Chatham, MA 02633

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Douglas Woodworth
Office Address: 37111 Tamiami Trail North
Naples, Florida 34103
Zip Code

11. 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.

Registered agent's signature: *Douglas F Woodworth*

12. 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.

✓ 13. *Robert F. Ahern*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert Ahern, President
(Name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 3, 1996

TO WHOM IT MAY CONCERN:

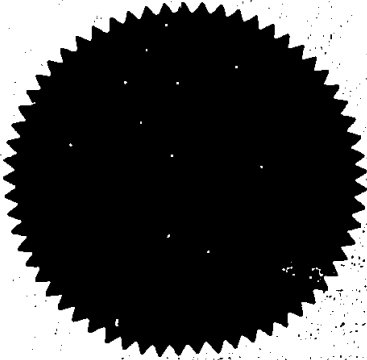
I hereby certify that according to the records of this office

Swan River Restaurant, Inc.

is a domestic corporation organized on April 14, 1980, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.