

Document Number Only

F97000005971

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

200002344582--6

-11/12/97--01059--016

*****70.00 *****70.00

CORPORATION(S) NAME

Fiesta Restaurants, Inc.

cross ref name:

Casa Lupita, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

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☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

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Acknowledgment

W.P. Verifier

NOV 12 1997

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned James M. Burke, do hereby certify that this Resolution of the Board of Directors of FIESTA RESTAURANTS, INC., a corporation duly organized and existing under the laws of the State of Oklahoma, was duly adopted on November 10, 1997.

Resolved, that FIESTA RESTAURANTS, INC. organized and existing in the state of Oklahoma, hereby adopts the name CASA LUPITA, INC. for use in Florida.

Dated: November 10, 1997


James M. Burke-Secretary

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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. FIESTA RESTAURANTS, 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. Oklahoma

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

3. 73-1529067

(FEI number, if applicable)

4. September 5, 1997

(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 817.156, F.S.))

7. 3240 W. Britton Road, Suite 202, Oklahoma City, Oklahoma 73120

(Current mailing address)

8. to operate a full service restaurant

(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 obligation of my position as registered agent.

C T Corporation System

John J. Linnihan
(Registered agent's signature) (Officer)

John J. Linnihan-Asst. Vice President

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James M. Burke

Address: 3240 W. Britton Road, Suite 202

Oklahoma City, Oklahoma 73120

Director: Vincent F. Orza

Address: 3240 W. Britton Road, Suite 202

Oklahoma City, Oklahoma 73120

B. OFFICERS

President: Michael Lee

Address: 3240 W. Britton Road, Suite 202

Oklahoma City, Oklahoma 73120

Vice President: _____

Address: _____

Secretary: James M. Burke

Address: 3240 W. Britton Road, Suite 202

Oklahoma City, Oklahoma 73120

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Treasurer: _____

Address: _____

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

13. Michael A. Lee
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael A Lee, President and CEO
(Typed or printed name and capacity of person signing application)

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OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I **FURTHER CERTIFY** that FIESTA RESTAURANTS, INC.
whose registered agent is: Thomas F Golden
with its registered office at 320 South Boston, Suite 400, Tulsa, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this 10th day of
November, 1997.

Sam Cole

Secretary of State

By: G. Ferguson

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