F98000002490

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 802862 4303690

AUTHORIZATION : Patricia Pyzuta

COST LIMIT : $ 70.00

ORDER DATE : April 30, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 802862-005

CUSTOMER NO: 4303690

CUSTOMER: Ms. Kathy Duncan
Sherman & Howard
633 17th St.
Suite 3000
Denver, CO 80202

000002508350--2

FOREIGN FILINGS

NAME: BUBBA GUMP SHRIMP CO.
RESTAURANTS, INC.

FILED
98 MAY -1 PM 3:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

RECEIVED
98 MAY -1 PM 1:56
DIVISION OF CORPORATION

CONTACT PERSON: Stacy L Earnest

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. Bubba Gump Shrimp Co. 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. Delaware
(State or country under the law of which it is incorporated)

3. 33-0732383
(FEI number, if applicable)

4. February 13, 1996
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 940 Calle Negocio, Suite 250
San Clemente, CA 92673
(Current mailing address)

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8. Food service
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays 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.

Pamela Quijello
(Registered agent's signature)

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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: See attached officers/directors rider labeled Exhibit "A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider labeled Exhibit "A"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. D E Byl Vice President Finance
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel E. Byl Vice President Finance
(Typed or printed name and capacity of person signing application)

Exhibit "A"

Bubba Gump Shrimp Co. Restaurants, Inc.,
a Delaware corporation
Officers & Directors

Mr. H. Vaughn Blaxter
Director
The Hillman Company
Grant Building
Pittsburgh, PA 15219
(412) 281-2620

Mr. Tim Fisher
Director
The Hillman Company
Grant Building
Pittsburgh, PA 15219
(412) 281-2620

Mr. Gordon H. Miles
Chairman of the Board/Director
Rusty Pelican Restaurants, Inc.
940 Calle Negocio, Suite 250
San Clemente, CA 92673-6231
(714) 366-6260

Mr. Scott Barnett
President & CEO/Director
Rusty Pelican Restaurants, Inc.
940 Calle Negocio, Suite 250
San Clemente, CA 92673-6231
(714) 366-6260

Mr. Daniel E. Bylund
Vice President, Finance, CFO
Secretary/Treasury of the Corporation
Rusty Pelican Restaurants, Inc.
940 Calle Negocio, Suite 250
San Clemente, CA 92673-6231
(714) 366-6260

Ms. Karen E. Janesin
Assistant Secretary of the
Corporation
Rusty Pelican Restaurants, Inc.
940 Calle Negocio, Suite 250
San Clemente, CA 92673-6231
(714) 366-6260

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUBBA GUMP SHRIMP CO. RESTAURANTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9011518

DATE: 04-03-98