



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

S. TODD RENNER
REDING, REA & COOPER, P.C.
223 FOURTH AVENUE
PITTSBURGH, PA 15222

SUBJECT: FOX'S PIZZA DEN, INC.
Ref. Number: W99000013301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

We have received your document for FOX'S PIZZA DEN, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that FOX'S PIZZA DEN, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$25766.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00030938

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Fox's Pizza Den, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

S. Todd Renner, Esquire
(Name of Person)

Reding, Rea & Cooper, P.C.
(Firm/Company)

223 Fourth Avenue, Suite 1600
(Address)

Pittsburgh, PA 15222-1713
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

Should you need to call someone concerning this matter, please call:

S. Todd Renner at (412) 281-9696
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

REDING, REA & COOPER, P.C.
ATTORNEYS AT LAW
1600 BENEDUM-TREES BUILDING
223 FOURTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222
(412) 281-9696 FAX: (412) 281-9680

P. RONALD COOPER
ROGER S. MATTHEWS
JEFFREY R. OWEN
WILLIAM E. GOEHRING
S. TODD RENNER
JOSEPH CAFARO, JR.
CANDACE CAIN

OF COUNSEL
WILLIAM FRIEDMAN

June 15, 1999

Ms. Tammi Cline
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Fox's Pizza Den, Inc.
Your reference number W99000013301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

Dear Ms. Cline:

Pursuant to your recent correspondence to me dated June 8, 1999 and our subsequent telephone conversation on Monday, June 14, 1999, enclosed please find an Affidavit for submission on behalf of my client, Fox's Pizza Den, Inc., which was executed by its President, James R. Fox, in which he states under penalty of law that Fox's Pizza Den, Inc. has not, as of June 14, 1999, previously transacted business within the meaning of Section 607.1501, Florida Statutes. Notwithstanding this fact, however, Fox's Pizza Den, Inc. does desire that your office process its Application by Foreign Corporation for Authorization to Transact Business in Florida which was previously submitted on May 20, 1999 with the \$70.00 registration fee.

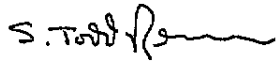
Consistent with our conversation, the information which your office received from the Florida Department of Revenue to the effect that Fox's has been transacting business in Florida since 1974 is clearly incorrect. Rather, Fox's Pizza Den, Inc. was incorporated in the Commonwealth of Pennsylvania in 1974 (September 16, 1974). While Fox's Pizza Den, Inc. first engaged in business activities in the State of Florida on or about February 2, 1996, any such activities would have involved transacting business in interstate commerce as described in Section 607.1501 (2)(i), Florida Statutes. Of course, the preceding statement should not be construed to mean that Fox's intentions to sell Fox's Pizza Den Franchises within the State of Florida would not also fit one or more of the other exceptions as outlined in Section 607.1501 (2), Florida Statutes.

After you have had an opportunity to review the enclosed Affidavit, please reprocess the Application previously submitted on behalf of my client. In doing so, and also consistent with our telephone conversation, please revise item number 6 of the application to read "not applicable" as Fox's has not yet transacted business in Florida. Moreover, please revise item number 8 to read

"any lawful act, specifically including the sale of Fox's Pizza Den Franchises."

If anything further is required, please do not hesitate to contact me at your convenience. I thank you in advance for your cooperation.

Very truly yours,



S. Todd Renner

STR/jmp

Enclosure

cc: Mr. James R. Fox (w/ out enclosure)
Mr. Joseph Tappe (w/ out enclosure)
Florida Department of Revenue (w/ enclosure)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

COMMONWEALTH OF PENNSYLVANIA)
) S.S.
COUNTY OF ALLEGHENY)

1. This Affidavit is submitted in connection with an Application by Foreign Corporation for Authorization to Transact Business in Florida which was submitted to the Florida Department of State for filing on or about May 20, 1999;
2. As of the date of this Affidavit, June 14, 1999, Fox's Pizza Den, Inc. has not previously engaged in activities in the State of Florida which would constitute the transaction of business within the meaning of Section 607.1501, Florida Statutes;
3. I certify under penalty of law that the statements contained within this Affidavit are true and correct.

ATTEST:

Jeffrey R. Owen, Assistant Secretary

by

James R. Fox, President

Dawn R. Duer
Notary Public

Notarial Seal
Dawn R. Owen, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Aug. 4, 2001
Member, Pennsylvania Association of Notaries

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

**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. Fox's Pizza Den, 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. Pennsylvania 3. 25-1286531
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 16, 1974 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 2, 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3243 Old Frankstown Road
Pittsburgh, PA 15239
(Current mailing address)
8. "Any lawful act" specifically including the sale of
Fox's Pizza Den franchises.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Corporation Service
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

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.

Jamie R. Olsky Assistant Secretary
(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: James R. Fox

Address: 21 Ridgewood Court

Kellywood Estates, New Kensington, PA 15068

Vice Chairman: Joyce Fox

Address: 21 Ridgewood Court, Kellywood Estates

New Kensington, PA 15068

Director: _____

Address: _____

Director: _____

Address: _____

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

President: James R. Fox

Address: same as above

Vice President: _____

Address: _____

Secretary: Joyce Fox

Address: same as above

Treasurer: _____

Address: _____

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

13. X

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

14. James R. Fox

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 11:26

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 21, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

FOX'S PIZZA DEN, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania.
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

DBOH