



THE UNITED STATES
CORPORATION
COMPANY

F99000005536

ACCOUNT NO. : 072100000032

REFERENCE : 436830 4812402

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 87.50

ORDER DATE : October 27, 1999

ORDER TIME : 11:0 AM

800003026268--9

ORDER NO. : 436830-005

CUSTOMER NO: 4812402

CUSTOMER: Merry H. Pieper, Legal Asst
Calfee, Halter & Griswold LLP
1400 McDonald Investment Ctr.
800 Superior Avenue
Cleveland, OH 44114-2688

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 OCT 27 PM 2:29

FOREIGN FILINGS

NAME: PREMIER RESTAURANT
MANAGEMENT COMPANY

5

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

199A00051711

HE 10/27/99

**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. Premier Restaurant Management Company

(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. Ohio

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

3. 34-1722537

(FEI number, if applicable)

4. November 17, 1992

(Date of incorporation)

5. perpetual

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

6. November 16, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3620 Walnut Hills Avenue

Orange Village, Ohio 44122

(Current mailing address)

8. To own and operate one or more KFC, Taco Bell, and Pizza Hut franchise restaurants and to conduct business directly related to such operation.

(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 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.

Corporation Service Company

By: Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
as its agent

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Thomas R. Arnold
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas R. Arnold, Executive Vice President
(Typed or printed name and capacity of person signing application)

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CLERK OF SUPERIOR COURT
CLERK OF SUPERIOR COURT

PREMIER RESTAURANT MANAGEMENT COMPANY

OFFICERS/DIRECTORS RIDER

DIRECTORS

David G. Roberts

3620 Walnut Hills Avenue
Orange Village, Ohio 44122

Thomas R. Arnold

3620 Walnut Hills Avenue
Orange Village, Ohio 44122

OFFICERS

David G. Roberts

President

3620 Walnut Hills Avenue
Orange Village, Ohio 44122

Thomas R. Arnold

Executive Vice President,
Treasurer

3620 Walnut Hills Avenue
Orange Village, Ohio 44122

Brent D. Ballard

Secretary

1400 McDonald Investment Center
800 Superior Avenue
Cleveland, Ohio 44114

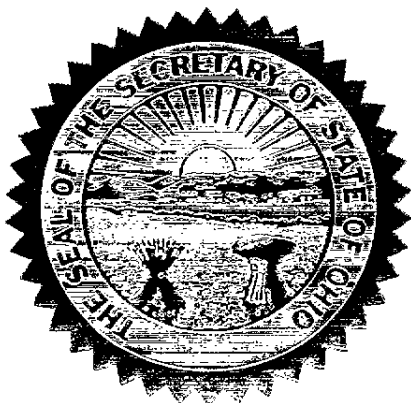
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**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show PREMIER RESTAURANT MANAGEMENT COMPANY, an Ohio Corporation, Charter No. 831475, having its principal location in Cleveland, county of Cuyahoga, was incorporated on November 17, 1992, is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official seal
at Columbus, Ohio on
October 25, 1999*

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State