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ACCOUNT FILING COPY

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2020473-1
(Sub Account)

DATE: 12-16

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____-____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: Chart House Acquisition, Inc.

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION: C. Woodyard (4) Qual.

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

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99 DEC 16 PM 2:29

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STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

h/k
12/16/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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.

CHART HOUSE ACQUISITION, 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.)

Delaware

3. 36-4279234

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

(FEI number, if applicable)

February 19, 1999

5. Perpetual

(Date of incorporation)

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

UPON QUALIFICATION

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

640 N. LaSalle, Suite 295

Chicago, IL 60610

c/o Chart House Enterprises, Inc.

(Current mailing address)

To transact business under the laws of the State of Florida.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Lexis Document Services Inc.

Office Address: 3953 WW Kelley Road

Tallahassee

, Florida, 32311

(Zip code)

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.

Anthony Emachy, Lexis
(Registered agent's signature)

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.

Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Thomas J. Walters

Address: 640 N. LaSalle, Suite 295, Chicago, IL 60610

Vice Chairman: None

Address:

Director: Thomas J. Walters

Address: Same as above

Director:

Address:

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

President: Thomas J. Walters

Address: Same as above.

Vice President: William Sullivan

Address: 640 N. LaSalle Suite 295, Chicago, IL 60610

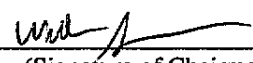
Secretary: Susan Obuchowski

Address: Two N. Riverside Plaza, 6th Floor, Chicago, IL 60610

Treasurer: William Sullivan

Address: Same as above.

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



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

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

William Sullivan, VP/CFO/Treasurer

State of Delaware
Office of the Secretary of State

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DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHART HOUSE ACQUISITION, 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 FOURTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHART HOUSE ACQUISITION, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0140700

DATE: 12-14-99