

F99000006743

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

12/17

800003073698--9
-12/17/99--01051--011
*****70.00 *****70.00
800003073698--9
-12/17/99--01051--012
*****8.75

CORPORATION(S) NAME

The Restaurant Company

MJH

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

12/17/99

~~899A00060678~~

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

99 DEC 17 AM 11:25

RECEIVED

99 DEC 17 PM 4:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 17, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: THE RESTAURANT COMPANY
Ref. Number: W99000028889

We have received your document for THE RESTAURANT COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 299A00059393

Please Re-File - Date

Thy
Call

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

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99 DEC 29 AM 11:32

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RESOLUTION ADOPTING A FICTITIOUS NAME
FOR USE IN FLORIDA

I, Donald F. Wiseman, certify that I am the secretary of The Restaurant Company, a corporation organized under the laws of the state of Delaware, and that the following is a true and correct copy of a resolution duly adopted at a meeting of the board of directors of the corporation on the 22nd day of December, 1999.

Donald F. Wiseman

Secretary

"RESOLVED, that The Restaurant Company, organized and existing in the State of Delaware, hereby adopts the name The Restaurant Company of Delaware for use in the State of Florida for all purposes; and further resolved that the officers of The Restaurant Company are authorized and directed to take all steps that they deem necessary and appropriate to qualify The Restaurant Company to do business within the State of Florida under the name of The Restaurant Company of Delaware; and resolved further that all activities and business of The Restaurant Company within the State of Florida shall be carried on under the name The Restaurant Company of Delaware."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 17 PM 4:51

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. The Restaurant 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. Delaware
(State or country under the law of which it is incorporated)
3. 62-1254388
(FEI number, if applicable)
4. October 31, 1985
(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 817.155, F.S.))
7. 6075 Poplar Avenue, Suite 800, Memphis, Tennessee 38119
(Current mailing address)
8. The purpose of the corporation is to engage in the business of restaurant operations.
(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

James M. Halpin
(Registered agent's signature) (Officer)

James M. Halpin, Asst. Secy.

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 17 PM 4:51

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: Donald N. Smith

Address: 6075 Poplar Avenue, Suite 800

Memphis, Tennessee 38119

Vice Chairman: _____

Address: _____

Director: Basil P. Livanos

Address: 6075 Poplar Avenue, Suite 800

Memphis, Tennessee 38119

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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

14. Donald F. Wiseman, Vice President
(Typed or printed name and capacity of person signing application)

Directors and Officers of The Restaurant Company

1. Donald N. Smith, Chief Executive Officer and Director
6075 Poplar Avenue, Suite 800
Memphis, Tennessee 38119
2. Basil P. Livanos, Director
6075 Poplar Avenue, Suite 800
Memphis, Tennessee 38119
3. Steven R. McClellan, Vice President and Chief Financial Officer
6075 Poplar Avenue, Suite 800
Memphis, Tennessee 38119
4. Donald F. Wiseman, Vice President and Secretary
6075 Poplar Avenue, Suite 800
Memphis, Tennessee 38119
5. Louis C. Jehl, Vice President and Controller
6075 Poplar Avenue, Suite 800
Memphis, Tennessee 38119

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE RESTAURANT COMPANY" 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 FIFTEENTH DAY OF DECEMBER, A.D. 1999.

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.




Edward J. Freel, Secretary of State

2074711 8300

991539083

AUTHENTICATION: 0142014

DATE: 12-15-99