

L99000002654

REAGAN & JUAREZ, L.L.P.
ATTORNEYS AT LAW
98 SAN JACINTO BLVD.
SUITE 600
AUSTIN, TEXAS 78701
DIRECT LINE: 512/708-0822 • FAX: 512/708-0822

April 12, 1999

VIA CMRRR #Z134475206

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900002841089--3
-04/15/99--01117--003
****285.00 ****285.00

Dear Sir or Madame:

Enclosed is an application of CBDR Florida, L.L.C. to transact business in Florida. Also included is check number 1023 in the amount of \$285.00 for the filing and designation of registered agent fees.

Please send the letter of acknowledgement of CBDR's authority to transact business in Florida to the following address:

Mr. Paul M. Juarez
Reagan & Juarez, L.L.P.
98 San Jacinto
Suite 600
Austin, Texas 78701

Thank you for your assistance in this matter. Please call our office if you have any questions.

Sincerely,

Becky Petty L99-2654

Rebecca Nash Petty

Enclosures

FILED
MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	OK 5-11
Availability	
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verity	OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

REBECCA NASH PETTY
REAGAN & JUAREZ, LLP
98 SAN JACINTO BLVD., SUITE 600
AUSTIN, TX 78701

SUBJECT: CBDR FLORIDA, L.L.C.
Ref. Number: W99000009224

We have received your document for CBDR FLORIDA, L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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

Tammi Cline
Document Specialist

Letter Number: 899A00020157

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REAGAN & JUAREZ, L.L.P.
ATTORNEYS AT LAW
98 SAN JACINTO BLVD.
SUITE 600
AUSTIN, TEXAS 78701
DIRECT LINE: 512/708-0822 • FAX: 512/708-0826

May 6, 1999

Florida Department of State
Division of Corporations
Attn: Tammi Cline, Document Specialist
P.O. Box 6327
Tallahassee, Florida 32314

Re: CBDR Florida, L.L.C., Reference Number W99000009224

Dear Ms. Cline:

Enclosed is an attachment for the application of CBDR Florida, L.L.C. for certification to transact business in Florida. The document is a statement of the agreed value and a written description of the property referred to in CBDR's Affidavit of Membership and Contributions. Please add this description to CBDR's application.

Thank you for your assistance in this matter. Please call me with any questions.

Sincerely,


Rebecca Nash Petty

Enclosure

cc: Randy Bassett
The United States Corporation Company

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. CBDR Florida, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. February 26, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Certification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 100 East Anderson Lane, Suite 200
Austin, Texas 78752
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Charles Cerny</u>	<u>MGRM</u>	<u>Charlotte Russell</u>	<u>MGRM</u>
<u>339 Allen Circle</u>		<u>30800 Berry Creek</u>	
<u>Georgetown, TX 78626</u>		<u>Georgetown, TX 78628</u>	
<u>Randal D. Bassett</u>	<u>MGRM</u>		
<u>100 E. Anderson Ln. #200</u>			
<u>Austin, TX 78752</u>			
<u>Steven J. Durhman</u>	<u>MGRM</u>		
<u>100 E. Anderson Ln. #200</u>			
<u>Austin, TX 78752</u>			

SECRETARY OF STATE
ALANASTEE H. GRIFFIN

99 MAY 10 PM 5:00

FILED

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CBDR Florida, L.L.C.

_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 33,372.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 19,514.00;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 52,886.00
(This total includes amounts from 2 and 3 above.)

BY: CBDR DEVELOPMENT, INC., MEMBER



TREASURER

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

RANDAL D. BASSETT, TREASURER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY CBDR FLORIDA, L.L.C.**

The agreed value of property other than cash contributed by the members is \$19,514.00. This property is the net market value of area directorship rights to develop territories for the Quizno's Corporation.

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CBDR Florida, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 10 PM 5:00

FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)
BRIAN COURTNEY, ASST. V.P.

Filing Fee: \$ 35 for Designation of Registered Agent



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

CBDR FLORIDA, L.L.C.
File No. 7047679-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 5, 1999.*



Elton Bomer
Secretary of State

PH