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ROBINS, KAPLAN, MILLER & CIRESI LLP

2800 LaSALLE PLAZA  
800 LaSALLE AVENUE  
MINNEAPOLIS, MN 55402-2015  
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ATTORNEYS AT LAW

PAULA L. PETERSON  
Corporate Paralegal  
(612) 349-8297  
plpeterson@rkmc.com

May 2, 2003

**VIA FEDERAL EXPRESS**

Secretary of State - State of Florida  
Registration Section - Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: SW Florida Restaurants, LLC, a Minnesota limited liability company  
SW Florida Restaurant Holdings, LLC, a Minnesota limited liability company  
Our File No.: 924831.0004

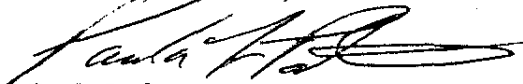
To Whom It May Concern:

Enclosed for immediate filing, please find one (1) executed original of **Application Foreign Limited Liability Company for Authorization to Transact Business in Florida** and **Certificate of Designation of Registered Agent/Registered Office** for each of the above-named entities. A Certificate of Existence for each entity is also enclosed as a requisite for such filings. Please process these **Applications and Certificates** and return a Certified copy of each such filing containing the date/stamped filing information to my attention: Paula L. Peterson, Robins, Kaplan, Miller & Ciresi L.L.P., 2800 LaSalle Plaza, 800 LaSalle Avenue, Minneapolis, MN 55402. Enclosed is a check for \$310.00 to cover the filings and certified copy fees.

If you should have any questions, please contact me at 612-349-8297 or by email at [plpeterson@rkmc.com](mailto:plpeterson@rkmc.com).

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

  
Paula L. Peterson  
Corporate Paralegal

/plp  
Enclosures

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**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. SW FLORIDA RESTAURANTS, LLC  
(Name of foreign limited liability company)
2. MINNESOTA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. DECEMBER 31, 2002  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 2003  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2800 LASALLE PLAZA, 800 LASALLE AVENUE  
MINNEAPOLIS, MINNESOTA 55402  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Michael Ciresi, 2800 LaSalle Plaza, 800 LaSalle Avenue, Minneapolis, Minnesota 55402

Patrick Forcica, 4932 Fremont Avenue South, Minneapolis, Minnesota 55409

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_  
Restaurant operational activities

Patrick T. Forcica

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Patrick T. Forcica

Typed or printed name of signee

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**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:

SW FLORIDA RESTAURANTS LLC

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

Robins, Kaplan, Miller & Ciresi L.L.P.

(Name)

711 - Fifth Avenue South, Suite 201

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

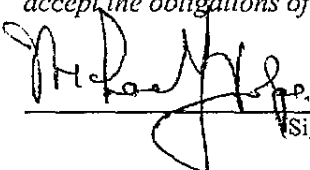
Naples

FL

34102-6628

(City/State/Zip)

*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 as provided for in Chapter 608, F.S.*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: SW Florida Restaurant, LLC

Date Formed or Registered: December 31, 2002

State of Organization: Minnesota

This certificate has been issued on May 1, 2003.

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*Mary Kiffmeyer*  
Secretary of State.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SW FLORIDA RESTAURANT, LLC  
(Charter No. 37048-LLC)

The undersigned, as Chief Executive Officer of SW Florida Restaurant, LLC, a Minnesota limited liability company, hereby certifies that the following resolution has been duly adopted pursuant to Chapter 322B of the Minnesota Statutes (the Minnesota Limited Liability Company Act):

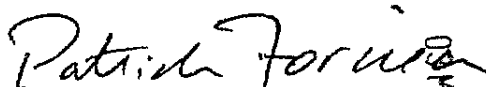
**RESOLVED**, that Article 1 of the company's Articles of Organization is amended to read as follows:

**"Article 1.  
NAME**

The name of this company is SW Florida Restaurants, LLC."

**RESOLVED FURTHER**, The officers of the company, or any one of them, are hereby authorized and directed to draft, execute and have filed with the Minnesota Secretary of State, Articles of Amendment to the Articles of Organization to give effect to the foregoing amendment and to maintain such Articles of Amendment in the official records of the company.

Dated: 3/31, 2003.

  
Patrick Forcica, Chief Executive Officer

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