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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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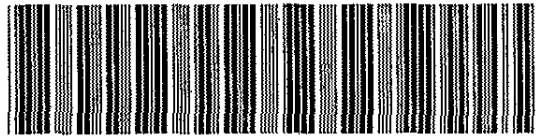
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WISHART NORRIS HENNINGER & PITTMAN P.A.
ATTORNEYS AND COUNSELLORS AT LAW

Gary W. Smith
gary.smith@wnhplaw.com

May 26, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: **BREAKFAST CLUB AMERICA, LLC**


Dear Sir or Madam:

Enclosed for filing with the Division of Corporations is the original and one copy of Breakfast Club America, LLC's Application by Foreign Limited Liability company for Authorization to Transact Business in Florida and the original and one copy of the Certificate of Designation of Registered Agent/Registered Office regarding Breakfast Club America, LLC together with our check in the amount of \$125.00 representing the requisite filing fees. Please return a conformed copy of the Application and a conformed copy of the Certificate to me in the enclosed, self-addressed, stamped envelope.

If you have any questions regarding this filing, please contact me.

Very truly yours,

WISHART, NORRIS, HENNINGER & PITTMAN, P.A.



Gary W. Smith

GWS/III

enclosures

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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. Breakfast Club America, LLC
(Name of foreign limited liability company)
2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0888679
(FEI number, if applicable)
4. March 4, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1021C Maxwell Mill Road
Fort Mill, South Carolina 29708
(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:

Scott E. Crites

1021C Maxwell Mill Road

Fort Mill, South Carolina 29708

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: _____

Sale of Breakfast Club America Franchises

Scott E. Crites

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.)

Scott E. Crites, Director

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of North Carolina

Department of The Secretary of State

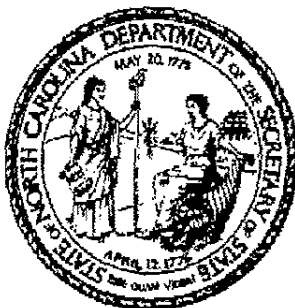
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

BREAKFAST CLUB AMERICA, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 4th day of March, 2004, with its period of duration being Perpetual.

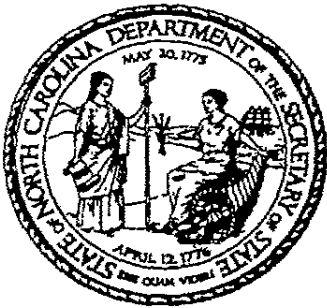
I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 24th day of May, 2004.

Elaine F. Marshall

Secretary of State



BULLETIN

NEWS FROM THE CORPORATIONS DIVISION

PURCHASE CERTIFIED DOCUMENTS ONLINE!

The Secretary of State's Office is pleased to offer our customers the convenience of purchasing certified documents online at **reduced prices!** The cost is \$3 LESS per certification than orders placed in-house, and there is **NO** per page fee.

Ordering online allows you to purchase and print **immediately** from your computer, all certified documents that are filed with the Secretary of State's Corporations Division. Payment is by Credit Card (Visa or MasterCard) or an ACH (Automated Clearing House) Account that you may set up online. To set up an ACH Account prior to April 15, you must contact Bonnie Elek at the Secretary of State's Office at 919-807-2196.

Visit Corporations' homepage at www.sosnc.com to learn more, or contact us at (919) 807-2225 with any questions.

NEW LOOK FOR CORPORATE CERTIFICATES

Certificates issued by the Corporations Division as of October 4, 2000 were given a new look. The new certificates have a black-and-white seal in order to accommodate customers who order online but without color printers. Each certificate bears a unique certification number that may be used to verify the authenticity of the certificate and the document to which it is attached.

The new certificates replace all certificates previously issued by the Division, including those used for certified copies and certificates of existence and non-existence.

Charlene P. Dawkins
Director, Corporations Division

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:

Breakfast Club America, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 27 AM 11:03

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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.

C T Corporation System

Mary R Adams
(Signature)

MARY R. ADAMS
ASSISTANT SECRETARY

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