

M04000004350

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

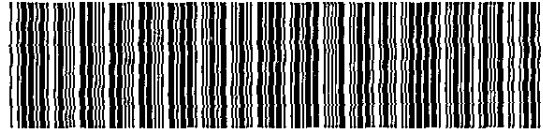
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800041248328

**FILED**  
04 OCT 12 PM 4: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
04 OCT 12 PM 2: 56  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BR*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 888521 4300400  
AUTHORIZATION : Patricia Pizant  
COST LIMIT : \$ 125.00

FILED  
04 OCT 12 PM 1:58  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : September 15, 2004  
ORDER TIME : 12:42 PM  
ORDER NO. : 888521-170  
CUSTOMER NO: 4300400  
CUSTOMER: Ms. Paula Nascimento  
Cleary, Gottlieb, Steen &  
One Liberty Plaza  
43rd Floor  
New York, NY 10006

FOREIGN FILINGS

NAME: MCDONALD'S USA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: \_\_\_\_\_

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

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

FILED  
04 OCT 12 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. McDonald's USA, LLC  
(Name of Foreign Limited Liability Company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for  
(FEI number, if applicable)

4. 09/17/2004  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. One McDonald's Plaza  
Oak Brook, IL 60523  
(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:

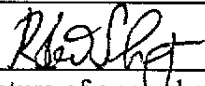
Gloria Santona, 2915 Jorie Boulevard, Dept.010 Oak Brook, IL 60523

Catherine A. Griffin, 2915 Jorie Boulevard, Dept.091 Oak Brook, IL 60523

Robert L. Switzer, 2915 Jorie Boulevard, Dept.332 Oak Brook, IL 60523

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: engage in any and all lawful business activity.

  
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.)  
Robert L. Switzer Authorized Representative  
Typed or printed name of signee

**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:

McDonald's USA, LLC

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

*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, Florida Statutes.*

Corporation Service Company

BY:

*Ann R. Shilling*  
(Signature)

Ann R. Shilling, Asst. V.P.

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

# Delaware

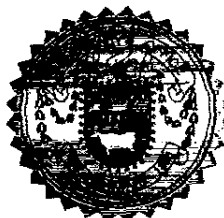
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCDONALD'S USA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCDONALD'S USA, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2004.

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



3856323 8300

040688915

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3369229

DATE: 09-23-04