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ATTORNEYS AT LAW

SHARON H. CLARK

Direct: 601.973.8706 E-mail: sclark@brunini.com 1400 Trustmark Building 248 East Capitol Street Jackson, Mississippi 39201 Telephone: 601.948.3101 Facsimile: 601.960.6902 EDMUND L. BRUNINI (1911-1992)

R. GORDON GRANTHAM (1912-1986)

JOHN M. GROWER GEORGE P. HEWES, III Of Counsel

October 25, 2004

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

RE: SDI of Ellenton, LLC

Dear Sir:

Enclosed please find the Transmittal Letter for the above foreign limited liability company along with required documents.

Please give me a call at (601) 973-8706 if you have any questions or if anything further is needed.

Sincerely,

Brunini, Grantham, Grower & Hewes, PLLC

haran A Clark

Sharon H. Clark Legal Assistant

SHC/

Enclosures

cc: Clark Spencer (w/enclosures) Robert D. Drinkwater O4 OCT 26 PH 1: 30

#### TRANSMITTAL LETTER

TO: Registration Section Division of Corporations

#### SUBJECT: <u>SDI of Ellenton, LLC</u> (Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>Sharon Cl</u>	
(N	ame of Person)
Brumini, Grantha	m. Grower & Hewes. PLLC
	irm/Company)
P.O.	Drawer 119
	(Address)
	on, MS 39205 State and Zip Code)
(Chy/S	state and Zip Code)
For further information concerning this matter, pl	lease call:
Sharon Clark	at ( 601 ) 973-8706
(Name of Person)	(Area Code & Daytime Telephone Number)
STREET ADDRESS:	MAILING ADDRESS:
Registration Section	Registration Section
Division of Corporations	Division of Corporations
409 E. Gaines Street	P.O. Box 6327
Tallahassee, Florida 32399	Tallahassee, Florida 32314
Enclosed is a check for the following amount:	
☑ \$125.00 Filing Fee □ \$130.00 Filing Fee & Certificate	

#### 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:

1.	SDI of Ellenton, LLC (Name of Foreign Limited Liability Company)				
2	Mississippi       3.       Applied for         (Jurisdiction under the law of which foreign limited liability company is organized)       3.       (FEI number, if applicable)				
4.	October 14, 2004       5.       Perpetual         (Date of Organization)       5.       Perpetual         (Duration: Year limited liability company will cease to exist or "perpetual")       6.				
6.	(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)				
7.	425 Christine Drive	در انتخاب مسیم			
	Ridgeland, MS 39157	r 			
	(Street Address of Principal Office)	1212 1212 1212			
8.		ເ ວ			
9.	The name and usual business addresses of the managing members or managers are as follows:				

## Boyz-N-Burgers - 425 Christine Drive, Ridgeland, MS 39157

(Sole Member - not manager)

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: **owning and** 

operating restaurants

Robert (1 umbir

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 D. Drinkwater, 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:

#### SDI of Ellenton, LLC

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

Curtis R. Hare				04	
(Name)				0CT 2	ور بر المراجع المراجع المراجع المراجع المراجع المراجع
2721 Huntington Avenue				6	56 LD
Florida Street Address (P.O. Box NOT ACCEPTABLE)				PH I:	ور معرد. بالانتقامة. بالانتقادة معرد مناقدة معرد مناقدة
Sarasota	<u>FL</u> City/State/Zit	34232		30 0	

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.

Curtis R. Hare(Signature)

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

# State of Mississippi

### Office of the Secretary of State Eric Clark, Secretary of State Jackson, Mississippi

#### CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

SDI OF ELLENTON, LLC

Formed October 14, 2004

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

425 CHRISTINE DRIVE P.O. BOX 2128 RIDGELAND MS 39158

and that the registered agent at that address is:

MCCLAIN, RONALD G.

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand and seal of office October 25, 2004

Tic Clarke

ERIC CLARK Secretary of State

Certification Number: 6725925-1 Page 1 of 1 Reference: Sharon (vs) Verify this certificate online at http://www.sos.state.ms.us/busserv/corp/verify