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LS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Strategic Restaurants Acquisition Company, LLC

Certificate of Status	0
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Strategic Restaurants Acquisition Company, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 4-30-2004
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 3000 Executive Parkway, Suite 515
San Ramon, CA 94583
(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:
Jerry Comstock - 3000 Executive Parkway, Suite 515, San Ramon, CA 94583
Robert Devanport - 3000 Executive Parkway, Suite 515, San Ramon, CA 94583
Steve Grossman - 3000 Executive Parkway, Suite 515, San Ramon, CA 94583
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: Any lawful act or activity
for which limited liability companies may be organized

David Kanei
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.)

David Kanei

Typed or printed name of signer

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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:

Strategic Restaurants Acquisition Company, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation,

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company as 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.

M. T. Fitzpatrick

(Signature)

M.T. FITZPATRICK
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)

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Strategic Restaurants Acquisition Company, LLC

<u>Managers</u>	<u>Address</u>
Jerry Comstock	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Robert Davenport	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Glen Helton	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Marc Millman	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583

INITIAL LIST OF OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jerry Comstock	Chairman of the Board and Chief Executive Officer	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Glen Helton	President and Chief Operating Officer	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Steve Grossman	Chief Financial Officer, Treasurer and Vice President of Finance	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Myrna Schultz	Vice President - Marketing & Development	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Tammy Taylor	Vice President - Human Resources & Training	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
David Kanel	General Counsel, Vice President and Secretary	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583
Stephanie Medley	Vice President - Mergers & Acquisitions	Bishop Ranch 8 3000 Executive Pkwy, Suite 515 San Ramon, CA 94583

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Strategic Restaurants Acquisition Company, LLC

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Delaware

PAGE 1

The First State

I, HARRIST SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STRATEGIC RESTAURANTS ACQUISITION COMPANY, 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 TENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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Harrist Smith Windsor
Harrist Smith Windsor, Secretary of State
AUTHENTICATION: 5667083

DATE: 05-10-07

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