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November 14, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

S.B. Restaurant Co. of Central Florida, LLC

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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. S.B. Restaurant Co. of Central Florida, LLC  
(Name of Foreign Limited Liability Company)
2. California  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. 11/07/2007  
(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. 14241 Firestone Blvd., Suite 315  
La Mirada, CA 90638  
(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:  
See Exhibit A attached for list of all managers and their addresses.  
\_\_\_\_\_  
\_\_\_\_\_
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



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.)

Paul Potvin, Manager

Typed or printed name of signee

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FLORIDA

**S.B. RESTAURANT CO. OF CENTRAL FLORIDA, LLC,**  
A California limited liability company

EXHIBIT A

TO

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

The names and usual business addresses of the managers of the company are as follows:

<b>Name of Manager</b>	<b>Address</b>
Robert Holden	14241 Firestone Blvd., Suite 315 La Mirada, CA 90638
Paul Potvin	14241 Firestone Blvd., Suite 315 La Mirada, CA 90638
Allan Karp	1700 Eat Putnam Ave., Suite 100 Old Greenwich, CT 06870
Christopher Reilly	1700 Eat Putnam Ave., Suite 100 Old Greenwich, CT 06870

**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:

S.B. Restaurant Co. of Central Florida, LLC

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

NRAI Services, Inc.

(Name)

2731 Executive Park Dr., Ste. 4

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

Weston

FL 33331

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.*

  
(Signature)

by: Tina Bonovich, VP

\$ 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 California  
Secretary of State**

**CERTIFICATE OF GOOD STANDING  
CALIFORNIA LIMITED LIABILITY COMPANY**

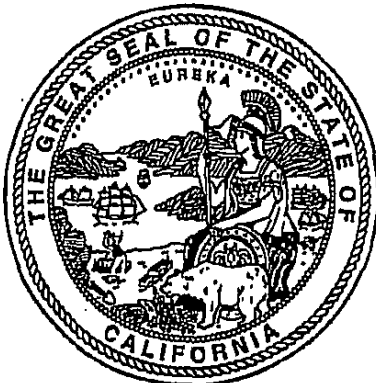
I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 7TH day of NOVEMBER, 2007, S.B. RESTAURANT CO. OF CENTRAL FLORIDA, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of November 8, 2007.



*Debra Bowen*

**DEBRA BOWEN  
Secretary of State**

**S.B. RESTAURANT CO.,**  
a California corporation  
14241 Firestone Blvd., Suite 315  
La Mirada, CA 90638

November 8, 2007

Secretary of State of the State of Florida  
Limited Liability Company Filing Division

Re: **Consent to Use of Name**

To Whom It May Concern:

The undersigned hereby certifies as follows:

1. On July 13, 2007, the undersigned, S.B. Restaurant Co., a California corporation, qualified to transact business in Florida under the name "S.B. Restaurant Co. of Central Florida" as Florida document no. F07000003566/FEI Number 77-0333572;
2. S.B. Restaurant Co. is the sole member and one hundred percent (100%) owner of "S.B. Restaurant Co. of Central Florida, LLC", a California limited liability company;
3. S.B. Restaurant Co. of Central Florida, LLC desires to qualify to transact business in the State of Florida by filing an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with the Florida Secretary of State; and
4. In connection with the qualification of S.B. Restaurant Co. of Central Florida, LLC to transact business in Florida, S.B. Restaurant Co. hereby grants S.B. Restaurant Co. of Central Florida, LLC consent to use of the name "S.B. Restaurant Co. of Central Florida, LLC" in the state of Florida.

You are hereby authorized to use this document as consent by the undersigned to use of the name S.B. Restaurant Co. of Central Florida, LLC by S.B. Restaurant Co. of Central Florida, LLC.

Please do not hesitate to contact the undersigned if you have any questions or comments.

S.B. RESTAURANT CO.,  
a California corporation

By:   
Paul Potvin, Chief Financial Officer