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2008 JUN 23 P 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEONARD
STREET
AND
DEINARD

150 SOUTH FIFTH STREET SUITE 2300
MINNEAPOLIS, MINNESOTA 55402
612-335-1500 MAIN
612-335-1657 FAX

June 19, 2008

Gail E. Partlow
612-335-1636
gail.partlow@leonard.com

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir/Madam:

Enclosed for filing are two copies of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Florida Pizza Development, LLC, together with a Certificate of Designation of Registered Agent/Registered Office and a Certificate of Good Standing from the Delaware Secretary of State.

A check in the amount of \$155.00 is enclosed to cover your fees. Please file the documents and prepare one certified copy. Please send the certified copy and proof of filing to the undersigned in the self-addressed envelope provided.

Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD
Professional Association

By 
Gail E. Partlow
Paralegal

/gep
Encs.

cc: Lloyd Speck
Ryan M. Vandewiele

FILED
2008 JUN 23 P 3
SECRETARY OF STATE
TALLAHASSEE, FL 32301

**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. Florida Pizza Development, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 26-2828186
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 5, 2008 5. Perpetual
(Date of Organization) (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. 7381 S.W. 16th Street
Plantation, FL 33317
(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:

Lloyd Speck, 7381 S.W. 16th Street, Plantation, FL 33317

Philip McDonough, 253 Shore Road, Greenwich, CT 06830

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: _____

holding company - restaurant operations

Lloyd Speck
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.)

Lloyd Speck, Chief Executive Officer and Chief Financial Officer

Typed or printed name of signee

FILED
JUN 23 P 3:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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:

Florida Pizza Development, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Lloyd Speck

(Name)

7381 S.W. 16th Street

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

Plantation

FL 33317

City/State/Zip

2009 JUN 23 P 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, Florida Statutes.

Lloyd Speck

By: 

(Signature)

\$ 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 "FLORIDA PIZZA DEVELOPMENT, 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 NINETEENTH DAY OF JUNE, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLORIDA PIZZA DEVELOPMENT, LLC" WAS FORMED ON THE FIFTH DAY OF JUNE, A.D. 2008.

4557797 8300

080707964

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6671836

DATE: 06-19-08