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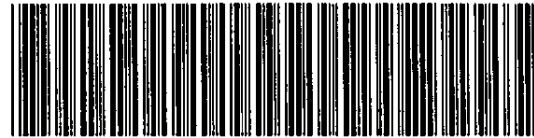
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S Warren

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 29, 2017

MARCI RUBIN
621 NW 53 STREET #320
BOCA RATON, FL 33487

SUBJECT: MAC AND CHEESE FRANCHISE GROUP, LLC
Ref. Number: W17000026849

We have received your document for MAC AND CHEESE FRANCHISE GROUP, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Stacey M Warren
Regulatory Specialist II

Letter Number: 117A00006020

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Mac and Cheese Franchise Group, LLC
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:

Marci Rubin

Name of Person

Mac and Cheese Franchise Group, LLC

Firm/Company

621 NW 53 Street, #320

Address

Boca Raton, Florida 33487

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marci Rubin at (561) 300-5343

Name of Contact Person Area Code Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee
 ☐ \$130.00 Filing Fee & Certificate of Status
 ☐ \$155.00 Filing Fee & Certified Copy
 ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Mac and Cheese Franchise Group, 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. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware 3. 82-0928717
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Not transacting business yet in Florida.
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 621 NW 53 Street, Suite 360
Boca Raton, Florida 33487
(Street Address of Principal Office)

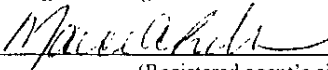
6. 621 NW 53 Street, Suite 360
Boca Raton, Florida 33487
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Marci Rubin, Esq.
Office Address: 621 NW 53 Street, Suite 360
Boca Raton, Florida 33487
(City) (Zip code)

Registered agent's acceptance:

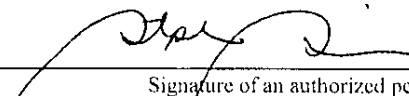
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)


8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Stephen Giordanella as Manager of Mac and Cheese Restaurant Holdings, LLP

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)


Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Typed or printed name of signee

FILED
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SECRETARY OF STATE
TREASURY, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MAC AND CHEESE FRANCHISE GROUP, 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 THIRD DAY OF APRIL, A.D. 2017.



6297669 8300

SR# 20172199927

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202313278

Date: 04-03-17