

FO1000002864



ACCOUNT NO. : 072100000032
 REFERENCE : 165083 4355846
 AUTHORIZATION : *Patricia Pijute*
 COST LIMIT : \$ 70.00

FILED
 01 MAY 30 PM 1:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : May 25, 2001
 ORDER TIME : 9:31 AM
 ORDER NO. : 165083-005
 CUSTOMER NO: 4355846

700004333917--8

CUSTOMER: Ms. Sherri Mcsperitt
 Brinker International, Inc.
 6820 Lbj Freeway
 Dallas, TX 75240-6515

FOREIGN FILINGS

BK

NAME: MAGGIANO'S/CORNER BAKERY
 HOLDING CORPORATION

W

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

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 01 MAY 30 PM 1:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 QUALIFICATION

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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- 1. Maggiano's/Corner Bakery Holding Corporation.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware 3. 75-2735448
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 10/23/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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- 6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

- 7. 6820 LBJ Freeway, Dallas, Texas 75240
(Principal office address)
- 6820 LBJ Freeway, Dallas, Texas 75240
(Current mailing address)

- 8. Restaurant
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

- 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation 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.

Corporation Service Company
Michael J. Powell A. VP
(Registered agent's signature)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

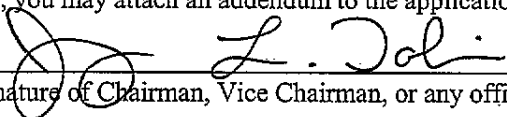
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jay L. Tobin, Vice President

(Typed or printed name and capacity of person signing application)

Roger F. Thomson
3925A Gilbert Avenue
Dallas, Texas 75219
(214) 520-2420

President and Secretary

Charles M. Sonstebly
607 Canemount
Coppell, Texas 75019
(972) 899-0607

Senior Vice President and Treasurer

Jay L. Tobin
7114 McKamy Blvd.
Dallas, Texas 75248
(972) 713-6788

Vice President and Assistant Secretary

Barbara L. Mahoney
3806 Seminole Court
Carrollton, Texas 75007
(972) 394-4355

Assistant Secretary

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Roger F. Thomson
3925A Gilbert Avenue
Dallas, Texas 75219
(214) 520-2420

Director

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGGIANO'S/CORNER BAKERY HOLDING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 2001.

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

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

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01 MAY 30 PM 1:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2812220 8300

AUTHENTICATION: 1155904

010253457

DATE: 05-29-01