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CORPORATION SERVICE COMPANY

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SERVICES OF THE STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 842665 4305026
AUTHORIZATION : *Patricia Pizoto*
COST LIMIT : \$ 70.00

ORDER DATE : August 10, 2004
ORDER TIME : 9:34 AM
ORDER NO. : 842665-005
CUSTOMER NO: 4305026
CUSTOMER: Ms. Julianne M. Ells
Sullivan & Worcester Llp
23rd Floor
One Post Office Square
Boston, MA 02109

FOREIGN FILINGS

NAME: BACK BAY RESTAURANT GROUP,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
04 AUG 11 PM 11:21
TALLAHASSEE, FLORIDA
STATE

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.

1. Back Bay Restaurant Group, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 04-2812651
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/08/1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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. 284 Newbury Street, Boston, Massachusetts 02115
(Principal office address)

284 Newbury Street, Boston, Massachusetts 02115
(Current mailing address)

8. To act as the manager of a limited liability company authorized to
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) transact business
in 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

Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor, Asst. V.P.

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. Charles F. Sarkis Co. B. Pres.
(Signature of Director or Officer listed in number 12 of the application)

14. Charles F. Sarkis, Chief Executive Officer and President
(Typed or printed name and capacity of person signing application)

Officers/Directors Rider
for
Back Bay Restaurant Group, Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida

Directors

<u>Name and Business Address</u>	<u>Title</u>
Charles F. Sarkis 284 Newbury Street Boston, Massachusetts 02115	Chairman of the Board

Officers

<u>Name and Business Address</u>	<u>Title(s)</u>
Charles F. Sarkis 284 Newbury Street Boston, Massachusetts 02115	President, Chief Executive Officer and Chief Operating Officer
Richard P. Dalton 284 Newbury Street Boston, Massachusetts 02115	Executive Vice President, Chief Financial Officer and Secretary
Robert J. Ciampa 284 Newbury Street Boston, Massachusetts 02115	Vice President, Treasurer and Assistant Secretary
Ann Marie Lagrotteria 284 Newbury Street Boston, Massachusetts 02115	Senior Vice President

Delaware

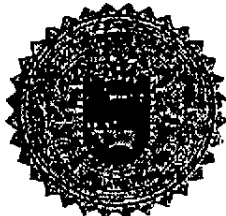
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BACK BAY RESTAURANT GROUP, INC." 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 ELEVENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BACK BAY RESTAURANT GROUP, INC." WAS INCORPORATED ON THE EIGHTH DAY OF NOVEMBER, A.D. 1991.

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



2278457 8300

040586308

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3287982

DATE: 08-11-04