

FO6000006913

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06 SEP 18 AM 3:41
CLERK OF COURT
TALLAHASSEE, FLORIDA

11/13/06
~~Woke~~
9/20/06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2006

SEYMOUR FLOYD
301 ARIZONA AVE STE 200
SANTA MONICA, CT 90401

SUBJECT: FATBURGER RESTAURANTS U.S.A, INC.
Ref. Number: W06000041149

We have received your document for FATBURGER RESTAURANTS U.S.A, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Document Specialist

Letter Number: 606A00056226



The Last Great Hamburger Stand®

FATBURGER CORPORATION
301 Arizona Avenue, Suite 200
Santa Monica, Ca 90401-1364
Tel. 310.319.1850
Fax 310.319.1863

November 2, 2006

Suzanne Hawkes
Florida Department of State
Division of Corporations
Clifford Building
Suite 2661, Executive Center
Tallahassee, FL 32301

Re: Fatburger Restaurants USA, Inc.
Ref. Number: W06000041149

Dear Ms. Hawkes:

Enclosed find my letter and a copy of the certificate of existence (Good Standing) issued by the State of Delaware for FATBURGER RESTAURANTS USA, INC. dated September 28, 2006 which was previously sent on September 28, 2006 to your attention at the Division of Corporations, PO Box 6327.

This document is being resent pursuant to our telephone conversation today during which you indicated that you had not received our letter of September 28th which was in response to your letter of September 20, 2006 requesting a certificate of Good Standing issued within the last 90 days.

Please advise me as of the status of our Application by Foreign Corporations for Authorization to Transact Business in Florida.

Thanking you for your assistance in advance, I am,

Sincerely,

Seymour Floyd
Real Estate Department
(310) 319-1850, ext. 243

COVER LETTER

FILED
06 SEP 18 AM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Fatburger Restaurants U.S.A., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Seymour Floyd
(Name of Person)
Fatburger Corporation
(Firm/Company)
301 Arizona Ave, Ste 200
(Address)
Santa Monica, CA 90401
(City/State and Zip code)

For further information concerning this matter, please call:

Seymour Floyd at 310 319-1850, ext. 243
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

1. Fatburger Restaurants, USA, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. 65-1270371
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 14, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 20, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 301 Arizona Ave, Suite 200, Santa Monica, CA 90401
(Principal office address)
- (Same)
(Current mailing address)

8. Quick Service Hamburger 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 NOT acceptable)

Name: Paracorp Incorporated

Office Address: 236 East 6th Avenue
Tallahassee, Florida 32303
(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.

See attached Registered Agent Consent Form
(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:

Andy Wiederhorn

Address:

1410 S.W. Jefferson St.
Portland, OR 97201-2548

Vice Chairman:

Don Berchtold

Address:

(same)

Director:

Don Coleman

Address:

(same)

Director:

David Dale-Johnson

Address:

(same)

B. OFFICERS

President:

Keith Warlick

Address:

301 Arizona Ave Ste. 200
Santa Monica, CA 90401

Vice President:

Bentley Hetrick

Address:

(same)

Secretary:

Keith Warlick

Address:

(same)

Treasurer:

Keith Warlick

Address:

(same)

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

13.

Bentley C. Hetrick

(Signature of Director or Officer listed in number 12 of the application)

14.

Bentley C. Hetrick

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

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06 SEP 18 AM 3:42
FALL RIVER, FLORIDA

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

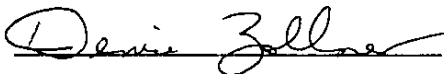
DATE: August 30, 2006

ENTITY NAME: FATBURGER RESTAURANTS USA, INC.

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Denise Zollner, Assistant Secretary
Paracorp Incorporated

Delaware

PAGE 1

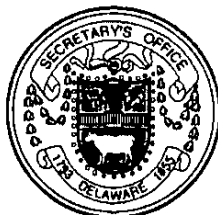
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FATBURGER RESTAURANTS USA, 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 TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FATBURGER RESTAURANTS USA, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF MARCH, A.D. 2006.

FILED
06 SEP 18 AM 3:42
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4123135 8300

060893780

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5076146

DATE: 09-28-06