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(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers AUG 11 2010

W10-2714  
6/17

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Old Chicago Franchising Corporation  
(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:

Stephanie Devine  
(Name of Person)

Rock Bottom Restaurants  
(Firm/Company)

248 Centennial Pkwy  
(Address)

Louisville, CO 80027  
(City/State and Zip code)

For further information concerning this matter, please call:

Stephanie Devine at (303) 464-4083  
(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:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---|--|---|---|

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TALLAHASSEE, FLORIDA

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. Old Chicago Franchising Corporation  
(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. 84-1407249  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 6/1/00 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2004  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S. to determine penalty liability)

7. 248 Centennial Pkwy Louisville CO 80027  
(Principal office address)

248 Centennial Pkwy Louisville CO 80027  
(Current mailing address)

8. Restaurant Management  
(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: NRA-1 service fees

Office Address: 2731 Executive Park Dr SE 4

Weston Florida 33331  
(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.

Nicole Chouinard

(Registered agent's signature)

Nicole Chouinard, Assistant Secretary

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: Frank Day  
Address: 247 Centennial Pkwy  
Louisville, CO 80027

Vice Chairman: Robert Greenlee  
Address: 248 Centennial Pkwy  
Louisville, CO 80027

Director: W. G. Warfield  
Address: 248 Centennial Pkwy  
Louisville, CO 80027

Director: Art Wong  
Address: 248 Centennial Pkwy  
Louisville, CO 80027

**B. OFFICERS**

President: Frank Day  
Address: 248 Centennial Pkwy  
Louisville CO 80027

Vice President: John Hyduke  
Address: 248 Centennial Pkwy  
Louisville, CO 80027

Secretary: N/A - VACANT  
Address: \_\_\_\_\_

Treasurer: N/A - VACANT  
Address: \_\_\_\_\_

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

13. John P. Hyduke  
(Signature of Director or Officer listed in number 12 of the application)

14. John Hyduke, Vice President  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF THE  
ILLINOIS

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD CHICAGO FRANCHISING 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-FIRST DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLD CHICAGO FRANCHISING CORPORATION" WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 1999.

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.

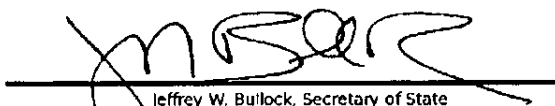
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8066355

DATE: 06-21-10