

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1 2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is APPLEBEE'S RESTAURANTS, INC.
- 2. It is incorporated under the laws of Kansas
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 08/21/2007 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
200 S W 30th Street, Topeka, Kansas 66611

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P O Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Please see attached.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated)

	<u>Name</u>	<u>Address</u>
Director	<u>Please see attached.</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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By [Signature] 36441

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated)

	<u>Name</u>	<u>Address</u>
President	Please see attached	
Vice President		
Treasurer		
Secretary		

9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common Stock		\$.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 643,393,423.47

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 5,219,648.78

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.81 % [divide (b) by (a) and multiply by 100 to obtain the percentage]

11 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,321,235,000.00

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 18,900,000.00

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.43 % [divide (b) by (a) and multiply by 100 to obtain the percentage]

12 This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated

13 This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct

Date: AUGUST 31, 2007

[Signature]
Signature of Authorized Officer of the Corporation

REBECCA TILDEN
Type or Print Name of Authorized Officer

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

The establishment, ownership, operation and franchising of Applebee's Branded Restaurants, and own real property, own or lease real estate, apply for and maintain a liquor license at any or all of the abovementioned properties and to engage in any activity and to exercise any powers permitted to limited liability companies under the laws of that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

8(a). The names and respective addresses of its directors

Directors:

Name:

Carin L. Stutz

Address:

c/o Applebee's Enterprises LLC
4551 West 107th Street
Overland Park, KS 66207

Frank Bilotta

c/o Global Securitization Services, LLC
445 Broad Hollow Road, Suite 239
Melville, NY 11747

Kevin Burns

c/o Global Securitization Services, LLC
445 Broad Hollow Road, Suite 239
Melville, NY 11747

8(b). The names and respective addresses of its principal officers:

Officers:

Name:

Carin L. Stutz

Title:

President

Address:

c/o Applebee's Enterprises LLC
4551 West 107th Street
Overland Park, KS 66207

Becky Tilden

Vice President, Secretary,
Treasurer

c/o Applebee's Enterprises LLC
4551 West 107th Street
Overland Park, KS 66207

STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
RON THORNBURGH

To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to business entities and that I am the proper official to execute this certificate.

Entity Name: APPLEBEE'S RESTAURANTS, INC.

Structure: KANSAS FOR PROFIT CORPORATION

Business Entity ID Number: 4102240

Was filed in this office on August 21, 2007 and has complied with the applicable provisions of the laws of the state of Kansas and on this date is in good standing and authorized to transact business or to conduct affairs within this state



In testimony whereof: I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this 09/10/2007.

A handwritten signature in black ink that reads "Ron Thornburgh". The signature is written in a cursive, flowing style.

RON THORNBURGH
SECRETARY OF STATE

Certificate ID: 114929 - To verify the validity of this certificate please visit <https://www.accesskansas.org/businessentity/validate.html> and enter the certificate ID number.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

