

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 Waterloo Restaurant Ventures, Inc.
- 2 It is incorporated under the laws of Delaware
- 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 December 17, 2002 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 c/o Capitol Services, Inc., 615 South Dupont Highway, Dover, DE 19901
- 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:
Restaurant, full service eating and drinking establishment
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>Frank Hawley, Jr.</u>	<u>One Canterbury Green, Stamford, CT 06901</u>
Director	<u>Stuart Hawley</u>	<u>One Canterbury Green, Stamford, CT 06901</u>
Director	<u>Kelly R. Thompson</u>	<u>201 Main Street, Ste. 2001, Fort Worth, TX 76102</u>
Director	<u>Barry McGowan</u>	<u>201 NE Park Plaza Dr., Ste. 295, Vancouver, WA 98684</u>
DDirector	<u>Paul Acker</u>	<u>201 NE Park Plaza Dr., Ste. 295 Vancouver, WA 98684</u>

Form No. 150
Revised: 12/05
RJ039 - 12/05 C.C. Corporation

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- (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	Barry McGowan	201 NE Park Plaza Dr., Ste. 295, Vancouver, WA 98684
Vice President	none	
Treasurer	none	
Secretary	Paul Acker	201 NE Park Plaza Dr., Ste. 295, Vancouver, WA 98684

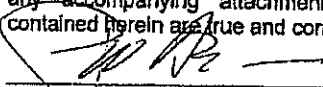
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
15,000,000	Common		No Par Value
12,000,000	Preferred	A	No Par Value
44,250	Preferred	B	No Par Value

- 10 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 39,137,043.54
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 3,464,296.75
- (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 8.85 % [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 \$ 102,187,816.67
- (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 \$ 2,805,722.89
- (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 2.74 % [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 29, 2007



Signature of Authorized Officer of the Corporation

Paul Acker, Secretary/CFO

Type or Print Name of Authorized Officer

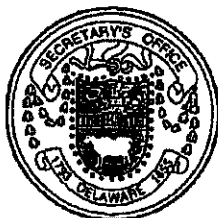
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERLOO RESTAURANT VENTURES, 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 THIRD DAY OF AUGUST, A.D. 2007.

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070886599



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5900727

DATE: 08-03-07