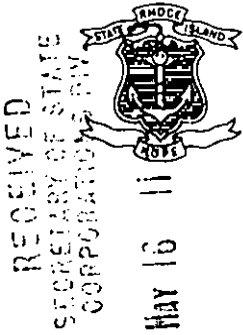


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 132062



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 14 11 27 AM '03

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 BON APPETIT MANAGEMENT CO.
2. It is incorporated under the laws of CALIFORNIA
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 MAY 1987 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 100 HAMILTON AVENUE SUITE 300 PALO ALTO, CA 94301
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T CORPORATION SYSTEM
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
FOOD SERVICE
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>THOMAS G. ONDROF</u>	<u>2400 YORKMONT ROAD CHARLOTTE, NC 28217</u>
Director	<u>ANTHONY J. GIGLIARDI</u>	<u>2400 YORKMONT ROAD CHARLOTTE, NC 28217</u>
President	<u>ERNEST W. COLLINS</u>	<u>130 SUMMERHILL LANE WOODSIDE, CA 94062</u>
Vice President	_____	_____
Treasurer	_____	_____
Secretary	<u>ERNEST W. COLLINS</u>	<u>130 SUMMERHILL LANE WOODSIDE, CA 94062</u>

FILED
MAY 20 2003
BY [Signature]
318823

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
5,000,000	COMMON	B	NO PAR
1,000,000	PREFERRED		NO PAR

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
450,000	PREFERRED		NO PAR

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 15,000,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 25,000

(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 17 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 200,000,000

(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 \$ 500,000

(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 25 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 5/12/03

BON APPETIT MANAGEMENT CO.
Print Exact Name of Corporation Making Application

By Ernest W. Collins *[Signature]*

President or Vice President (check one)

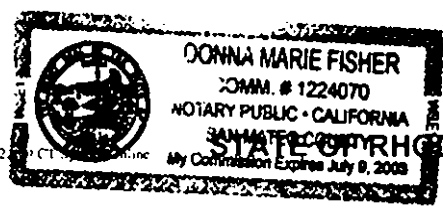
By Ernest W. Collins *[Signature]*

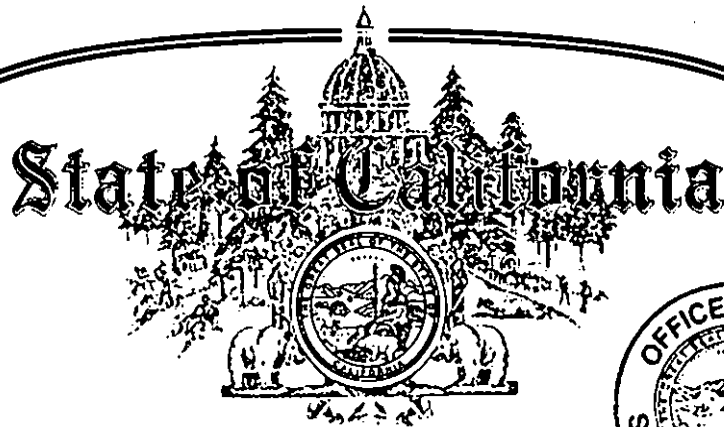
Secretary or Assistant Secretary (check one)

STATE OF California
COUNTY OF Santa Clara

In Palo Alto, CA., on this 12 day of May, 2003, personally appeared before me Ernest W. Collins who, being by me first duly sworn, declared that he/she is the President & Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Donna Marie Fisher
Notary Public
My Commission Expires: July 9, 2003





SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 27 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY - 6 2003



Kevin Shelley
Secretary of State