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ID Number: 138489



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

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 Tim Hortons (New England), 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 5/12/02 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 _____
1011 Centre Road, Wilmington, Delaware 19805
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:
owner/operator of Tim Hortons restaurants
8. The names and respective addresses of the directors and officers are:

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

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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
3,000	Common	---	0

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
1	Common	---	0

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 21,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 10,000,000.
- (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 47.6 %. [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 \$ 33,600,000.
- (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 \$ 20,800,000.
- (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 61.9 % [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: March 4, 2004

Tim Hortons (New England), Inc.

Print Exact Name of Corporation Making Application

By

R. E. Musick E. V. P.

☐ President or ☒ Vice President (check one)

By

[Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Ohio
COUNTY OF Franklin

In Dublin, OH, on this 4th day of March, 2004, before me personally appeared Ronald E. Musick who, being duly sworn, declared that he/she is the Executive Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires:

JENNIFER B. DUNSIZER, ATTORNEY AT LAW
NOTARY PUBLIC, STATE OF OHIO

My commission has no expiration date.
Section 147.03 R.C.

Directors and Officers (page 1 of 2)

Name	Title	Business Address
Paul D. House	Director	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Ronald E. Musick	Director	4288 W. Dublin-Granville Road Dublin, OH 43017
John F. Brownley	Director	4288 W. Dublin-Granville Road Dublin, OH 43017
John T. Schuessler	Chief Executive Officer	4288 W. Dublin-Granville Road Dublin, OH 43017
Paul D. House	President and Chief Operating Officer	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Kerrii B. Anderson	Executive Vice President	4288 W. Dublin-Granville Road Dublin, OH 43017
George Condos	Executive Vice President	4288 W. Dublin-Granville Road Dublin, OH 43017
Alfred Lane	Executive Vice President, General Counsel and Assistant Secretary	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Leon M. McCorkle, Jr.	Executive Vice President and Secretary	4288 W. Dublin-Granville Road Dublin, OH 43017
William A. Moir	Executive Vice President	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Ronald E. Musick	Executive Vice President	4288 W. Dublin-Granville Road Dublin, OH 43017
Donald B. Schroeder	Executive Vice President	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Roland M. Walton	Executive Vice President	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
John F. Brownley	Senior Vice President and Treasurer	4288 W. Dublin-Granville Road Dublin, OH 43017
Cynthia J. Devine	Senior Vice President and Chief Financial Officer	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Everett E. Gallagher, Jr.	Senior Vice President	4288 W. Dublin-Granville Road Dublin, OH 43017
Christos G. Laganos	Senior Vice President	4150 Tuller Road, Suite 236 Dublin, OH 43017
Lawrence A. Laudick	Senior Vice President and Assistant Secretary	4288 W. Dublin-Granville Road Dublin, OH 43017

Directors and Officers (page 2 of 2)

Henry J. Svazas	Senior Vice President	874 Sinclair Road Oakville, Ontario L6K 2Y1 Canada
Michael N. Simon	Vice President	4150 Tuller Road, Suite 236 Dublin, OH 43017
Dana Klein	Assistant Secretary	4288 W. Dublin-Granville Road Dublin, OH 43017

Delaware

PAGE 1

The First State

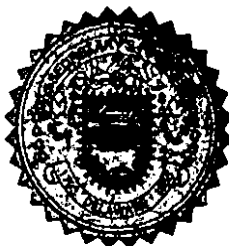
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TIM HORTONS (NEW ENGLAND), INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF JUNE, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BAJA HOLDING CO." TO "TIM HORTONS (NEW ENGLAND), INC.", FILED THE FIRST DAY OF MARCH, A.D. 2004, AT 3:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2969324

DATE: 03-04-04