

# State of Idaho

Office of the Secretary of State

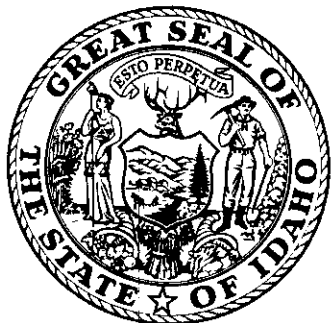
**CERTIFICATE OF AUTHORITY  
OF  
FAZOLI'S SYSTEMS, INC.**

File Number C 151291

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 14 October 2003



*Ben Yursa*  
SECRETARY OF STATE

By *Monica Creebney*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 OCT 14 PM 2:10

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:  
Fazoli's Systems, Inc.
- The name which it shall use in Idaho is: Fazoli's Systems, Inc.
- It is incorporated under the laws of: Kentucky
- Its date of incorporation is: July 25, 1990
- The address of its principal office is:  
2470 Palumbo Drive, Lexington, KY 40509-1117
- The address to which correspondence should be addressed, if different from item 5, is:  
\_\_\_\_\_
- The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, ID 83706  
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
- The names and respective business addresses of its directors and officers are:

| Name                     | Office | Address |
|--------------------------|--------|---------|
| PLEASE SEE ATTACHED LIST |        |         |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |

Dated: October 13, 2003

Signature: *David Smith*

Typed Name: David Smith

Capacity: Vice Presidet, Finance and CFO

Customer Acct # : \_\_\_\_\_  
(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE  
**10/14/2003 05:00**  
 CK: 19896 CT: 173584 BH: 786466  
 1 @ 100.00 = 100.00 AUTH PRO # 2

**FAZOLI'S SYSTEMS, INC.**  
**OFFICERS AND DIRECTORS**

|   |   |
|---|---|
| <p>Kuni Toyoda<br/> President, Chief Executive Officer<br/> and Director<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>                         | <p>Wayne M. Albritton<br/> Vice President, Chief Operating Officer<br/> and Director<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p> |
| <p>David Smith<br/> Vice President, Finance and Chief Financial<br/> Officer and Director<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>        | <p>Rebecca Fine<br/> Vice President, Chief People Officer<br/> and Director<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>          |
| <p>Sam P. Nelson<br/> Vice President, Franchise and Director<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>                                     | <p>David Byler<br/> Vice President, Development<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>                                      |
| <p>Charles Lousignont<br/> Vice President, Purchasing, Administration<br/> and Quality Assurance<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p> | <p>Kathryn Watkins<br/> Vice President, Training and Development<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>                     |
| <p>Floyd Goldberg<br/> Vice President, Information Technology<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>                                    | <p>M. Elizabeth Moore<br/> Vice President, General Counsel and Secretary<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>             |
| <p>Pamela B. Sargent<br/> Assistant Secretary<br/> 2470 Palumbo Dr.<br/> Lexington, KY 40509</p>  |   |



**John Y. Brown III**  
**Secretary of State**

**Certificate of Existence**

I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**FAZOLI'S SYSTEMS, INC.**

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is July 25, 1990 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 2nd day of October, 2003.



*John Y. Brown, III*

John Y. Brown III  
Secretary of State  
Commonwealth of Kentucky  
Tmorgan/0275489