

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
KNIGHTS FRANCHISE SYSTEMS, INC.**

File Number C 173858

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: June 29, 2007



Ben Yursa

SECRETARY OF STATE

By _____



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2007 JUN 29 AM 10:25

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Knights Franchise Systems, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 09/20/1994

5. The address of its principal office is:

1 Sylvan Way, Parsippany, NJ 07054

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Address
see attached rider		

Dated: 6/19/07

Signature:

Typed Name: Gregory Geppel

Capacity: VP Tax

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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 Revised 06/2005

IDAHO SECRETARY OF STATE
 06/29/2007 05:00
 CK: 100792233 CT: 74104 BH: 1063093
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Web Form

C173058

Knights Franchise Systems, Inc.

Company Name

1 Knights Franchise Systems, Inc.

Appointments

Name	Primary address	Appointed as	Job Title
Marcus Banks	7 Sylvan Way, Parsippany NJ 07054	Officer	Vice President and Assistant Secretary
Anthony Berger	1 Sylvan Way, Parsippany NJ 07054	Director	Director
Anthony Berger	1 Sylvan Way, Parsippany NJ 07054	Officer	Chief Operating Officer
Rajiv Bhatia	1 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President
Jeffrey I. Burnett	1 Sylvan Way, Parsippany NJ 07054	Officer	Group Vice President, Legal and Assistant Secretary
Susan Loring Crane	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Legal
Annemarie Fairweather	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Franchise Support
Mary R. Falvey	7 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President
Lynn A. Feldman	7 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President and Corporate Secretary
Gregory Geppel	7 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Tax
Barry Goldschmidt	7 Sylvan Way, Parsippany NJ 07054	Officer	Vice President and Assistant Treasurer
Kirsten Hotchkiss	7 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President, Legal and Assistant Secretary
John H. Johnson	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Franchise Sales/New Construction
Robert Loewen	1 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President and Chief Financial Officer
Gail Mandel	7 Sylvan Way, Parsippany NJ 07054	Director	Director
Gail Mandel	7 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President
Scott G. McLester	7 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President, Legal and Assistant Secretary
Steve Meetre	7 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Legal and Assistant Secretary
Marc D. Merriweather	1 Sylvan Way, Parsippany NJ 07054	Officer	Assistant Secretary
Anne Morrison	7 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President and Assistant Secretary

Korin A. Neff	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Legal and Assistant Secretary
Christopher A. Nowak	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Legal and Assistant Secretary
Keith Pierce	1 Sylvan Way, Parsippany NJ 07054	Officer	President X
Nancy Poor	1 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President, Preferred Client Group
Nicola Rossi	7 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President
Steven Rudnitsky	1 Sylvan Way, Parsippany NJ 07054	Director	Director
Steven Rudnitsky	1 Sylvan Way, Parsippany NJ 07054	Officer	Chairman
Richard M. Saltzman	100 Connecticut Avenue, Norwalk CT 06850, United States	Officer	Vice President, Franchise Sales & Administration
John Salvatore	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Franchise Retention Services
Kim Sanborn	7 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Finance
Barbara Sellinger	7 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Legal and Assistant Secretary
Amy Smith	1 Sylvan Way, Parsippany NJ 07054	Officer	Assistant Secretary
Gus Stamoutsos	339 Jefferson Road, Parsippany, NJ 07054	Officer	Senior Vice President, Franchise Sales & Development
Jean Thomas	1 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President & Chief Marketing Officer
Robert N. Weller	1 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President, Franchisee Relations
Virginia M. Wilson	7 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President
Virginia M. Wilson	7 Sylvan Way, Parsippany NJ 07054	Officer (2)	Treasurer
Valerie Capers Workman	1 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Franchise Administration
Sarah Woodfin Wynn	1 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President and General Counsel

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNIGHTS FRANCHISE SYSTEMS, 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KNIGHTS FRANCHISE SYSTEMS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State