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 Trey Grayson, Secretary of State
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**COMMONWEALTH OF KENTUCKY
 TREY GRAYSON, SECRETARY OF STATE**

Division of Corporations Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Statement of Registration or Renewal of Limited Liability Partnership (Domestic Partnership) Please note: This filing is applicable to filings wishing to be governed under KRS 362.555.	REG
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Pursuant to the provisions of KRS 362, the undersigned applies for registration or renewal and, for that purpose, submits the following statement:

1. The activity request is:

- Registration
- Renewal

2. The name of the registered limited liability partnership is DQ of Louisville Dixie, KY, LLP

3. The state or country of formation is Kentucky

4. The principal office address is:
7505 Metro Blvd. Minneapolis MN 55439
Street Address or Post Office Box Numbers City State Zip

5. The number of partner(s) is 2

6. The names of the partner(s) are (please print):
DQ Wholly Owned Stores Inc.
TC Kennedy LLC

7. The nature of the business of the partnership is:
Fast Food Restaurant Operations

I certify that, as of the date of filing this application, the above named foreign limited liability partnership validly exists as a partnership under the laws of the jurisdiction of its formation.

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

Troy A Bader Troy A Bader Chief Development 9/25/10
Signature of Partner Printed Name Title Date
DQ Wholly Owned Stores Inc.