

**COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE**

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ADD

John Y. Brown III
Secretary of State
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APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is COLD STONE CREAMERY LEASING COMPANY, INC.
- The name of the corporation to be used in Kentucky is COLD STONE CREAMERY LEASING COMPANY, INC.
(If "real name" is unavailable for use)
- ARIZONA is the state or country under whose law the corporation is incorporated.
- DECEMBER 2, 1994 is the date of incorporation and the period of duration is A PERPETUAL
- The street address of the corporation's principal office is
16101 N 82ND STREET SCOTTSDALE AZ 85260
Street City State Zip Code
- The street address of the corporation's registered office in Kentucky is
c/o CT Corporation System, Home Life Building, Louisville, Kentucky, 40202
Street City State Zip Code
and the name of the registered agent at that office is
CT Corporation System
- The names and usual business addresses of the corporation's current officers and directors are as follows:

President	<u>DOUGLAS A. DUCEY</u>	<u>16101 N. 82ND STREET, SCOTTSDALE, AZ 85260</u>
Vice President	<u>SUSAN SUTHERLAND</u>	<u>16101 N. 82ND STREET, SCOTTSDALE, AZ 85260</u>
Secretary	<u>SUSAN SUTHERLAND</u>	<u>16101 N. 82ND STREET, SCOTTSDALE, AZ 85260</u>
Treasurer	<u>DOUGLAS A. DUCEY</u>	<u>16101 N. 82ND STREET, SCOTTSDALE, AZ 85260</u>
Directors	<u>DOUGLAS A. DUCEY</u>	<u>16101 N. 82ND STREET, SCOTTSDALE, AZ 85260</u>
	<u>DOUGLAS A. DUCEY</u>	<u>16101 N. 82ND STREET, SCOTTSDALE, AZ 85260</u>

(Attach a continuation sheet, if necessary)
- If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

D. Christopher Ward
Signature
D. Christopher Ward, Gen'l Counsel
Type or Print Name & Title
Date: August 21, 2003

I, CT Corporation System, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

By: TERRIE L. BATES, ASSISTANT SECRETARY
Signature of Registered Agent
Type or Print Name & Title

COLD STONE CREAMERY LEASING COMPANY, INC.

Directors Names and Addresses (Continued)

Director: Susan C. Sutherland
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Director: Angela Ducey
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officers Names and Addresses (Continued)

Officer: Donald W. Sutherland
Title: Founder
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officer: Douglas A. Ducey
Title: Chief Executive Officer
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officer: Sheldon Harris
Title: Chief Operating Officer
Business Address: 916101 N. 82nd Street, Scottsdale, AZ 85260

Officer: D. Christopher Ward
Title: General Counsel
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officer: David Andow
Title: Executive Vice President
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officer: James Flaum
Title: Executive Vice President
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officer: Darlene Monaco
Title: Director of Leasing
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

Officer: Barbara Conley
Title: Assistant Secretary
Business Address: 16101 N. 82nd Street, Scottsdale, AZ 85260

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

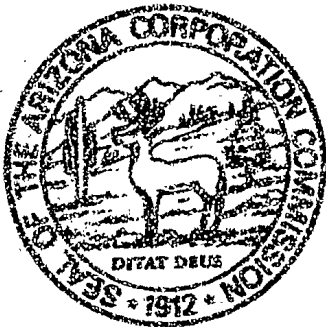
I, James G. Jayne, Interim Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****COLD STONE CREAMERY LEASING COMPANY, INC.*****
a domestic corporation organized under the laws of the State of Arizona,
did incorporate on December 2, 1934.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R. sections 10-122, 10-123, 10-125 & 10-1632, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 11th Day of August, 2003, A. D.



Interim Executive Secretary

By