

Commonwealth of Kentucky

Department of State



Office of Secretary of State

ELMER BEGLEY, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, *ELMER BEGLEY*, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of
certificate of incorporation

of LONG JOHN SILVER'S OF LEXINGTON, KY., INC.
Name of Corporation

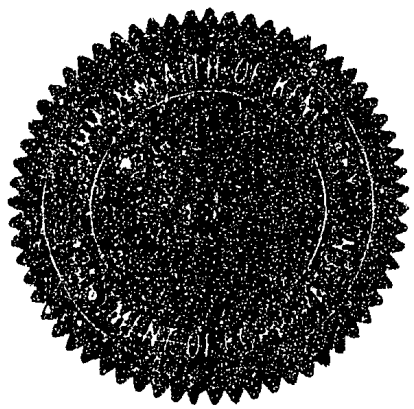
a corporation of the State of DELAWARE, with home
Name of State
office at Wilmington, Delaware; have or has been filed in
Address

my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State,
this 21st day of November 19 69

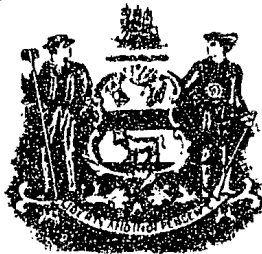
Elmer Begley
Secretary of State

By _____
Assistant Secretary of State.



SECRETARY OF STATE

State of Delaware



Office of Secretary of State

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "LONG JOHN SILVER'S OF LEXINGTON,
KY., INC.", as received and filed in this office the tenth day of
November, A.D. 1969, at 10 o'clock A.M.

SECRETARY OF STATE
RECEIVED
NOV 21 1969

35, each

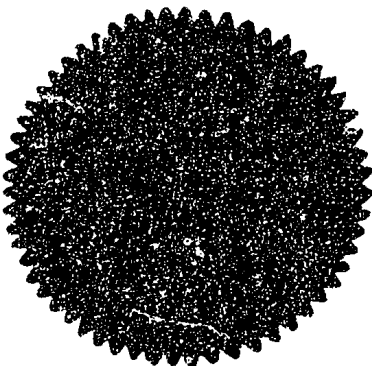
Commonwealth of Kentucky

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Commonwealth of Kentucky

5-1 31, UK

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this tenth day
of November in the year of our Lord
one thousand nine hundred and sixty-nine.



Eugene Bunting

Secretary of State

R. A. Caldwell

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

LONG JOHN SILVER'S OF LEXINGTON, KY., INC.

FIRST. The name of said corporation shall be
LONG JOHN SILVER'S OF LEXINGTON, KY., INC.

SECOND. Its registered office in the State of Delaware is located
at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle.
The name and address of its registered agent is The Corporation Trust Company,
No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business or purposes to be conducted
or promoted are:

To conduct, operate, maintain and franchise food shops,
restaurants and other operations for the sale of fish and
French-fried potatoes, commonly known as "fish and
chips," and in connection therewith, to sell and dispense
such foods, beverages, confections, newspapers, books,
magazines, gifts and novelties of all kinds and types.

To purchase, hold, sell and transfer the shares of its
own capital stock.

FOURTH. The number of shares which the corporation is authorized
to issue is One Thousand (1,000) common shares without par value.

FIFTH. The name and address of the incorporators are as follows:

James A. Patterson
1949 Nicholasville Road
Lexington, Kentucky 40503

Warren W. Rosenthal
1949 Nicholasville Road
Lexington, Kentucky 40503

David S. Weil
1949 Nicholasville Road
Lexington, Kentucky 40503

SIXTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, we have hereunto subscribed our names
this *6th* day of *November*, 1969.

James A. Patterson
James A. Patterson

Warren W. Rosenthal
Warren W. Rosenthal

David S. Weil
David S. Weil

STATE OF KENTUCKY, COUNTY OF FAYETTE: SS.

BE IT REMEMBERED, that on this *6th* day of *November*, A.D. 1969, personally appeared before me, the undersigned, a Notary Public in and for the State of Kentucky, the above-named James A. Patterson, Warren W. Rosenthal and David S. Weil, all the parties to the foregoing certificate of incorporation, known to me personally to be such, who each severally acknowledged the signing of the foregoing certificate to be the free act and deed of the signers respectively and that the facts stated therein are true.

WITNESS my hand and official seal on the day and year last aforesaid.

MILDRED FRANKLIN
NOTARY PUBLIC
COMMONWEALTH OF KENTUCKY
AT LARGE

Mildred Franklin
Notary Public, State at Large, Kentucky

My commission expires *July 8, 1973*

This instrument was prepared by:

David S. Weil

David S. Weil, Attorney at Law
1949 Nicholasville Rd.
Lexington, Kentucky 40503



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT

ELMER BEGLEY
SECRETARY OF STATE

November 19, 1969

Mr. D.C. Ross, Jr.
Attorney at Law
Jerrico, Inc.
1949 Nicholasville Road
Lexington, Kentucky 40503

Re: Long John Silver's of Lexington,
Kentucky, Inc.

Dear Mr. Ross:

We are returning herewith the document you submitted to qualify the above named corporation and your check in the sum of \$40. It is necessary that you furnish us with a certified copy of the Articles of Incorporation, certified as being a true copy by the Secretary of State of Delaware.

When you secure the certified copies, please attach the Statement of Corporation and check to these documents and forward them to this office for processing.

If we can be of further assistance, it will be a pleasure to serve you.

Sincerely,

Elmer Begley
Secretary of State

EB:vnh
Enclosures

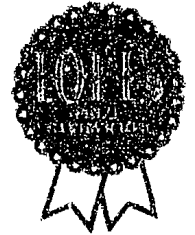
11-20-69

Articles attached. This was an oversight.



JERRICO, INC.

1949 Nicholasville Road Lexington, Kentucky 40503
(606) 277-7135



November 17, 1969

Hon. Elmer Begley
Secretary of State
Commonwealth of Kentucky
Frankfort, Kentucky 40601

Dear Mr. Begley:

Enclosed is a Certificate of Incorporation from the Secretary of State of Delaware for Long John Silver's Of Lexington, Ky., Inc., along with Statement of Corporation and check in the amount of \$40.00 to cover filing and recording fees.

Please qualify this company to do business in Kentucky and issue your certificate.

Very truly yours,

JERRICO, INC.

D. C. Ross, Jr.
Counsel

DCR:mf

Enclosures

*ret
mail case cert. copy of
also of inc*

