



9130 7-11-05  
STATE OF NEBRASKA

Dave Heineman  
Governor

NEBRASKA LIQUOR CONTROL COMMISSION

Hobert B. Rupe  
Executive Director

301 Centennial Mall South, 5th Floor  
P.O. Box 95046

Lincoln, Nebraska 68509-5046

Phone (402) 471-2571

Fax (402) 471-2814

TRS USER 800 833-7352 (TTY)

web address: <http://www.nlc.org/home/NLCC/>

June 7, 2005

A5-061297  
74

2005 JUN 8 PM 2 12  
CITY OF LINCOLN  
CLERK'S OFFICE  
NEBRASKA

Lincoln City Clerk  
City/County Building  
555 S 10 Street  
Lincoln, NE 68508

RE: License for I #67863

Dear Local Governing Body:

Attached is the form to be used on all retail liquor license applications. Local clerks must collect proper license fees and occupation tax per ordinance, if any, before delivering the license at time of issuance.

TWO KEY TIME FRAMES TO KEEP IN MIND ARE:

- 1) You have 45 days to conduct a hearing after the date of receipt of the notice from this Commission (§53-134). You may choose **NOT** to make a recommendation of approval or denial to our Commission.

PER §53-133, THE LIQUOR CONTROL COMMISSION SHALL SET FOR HEARING ANY APPLICATION WHEREIN:

- 1) There is a recommendation of denial from the local governing body,
- 2) A citizens protest; or
- 3) Statutory problems that the Commission discovers.

PLEASE NOTE A LICENSEE MUST BE APROPERLY LICENSED IN ORDER TO PURCHASE FROM WHOLESALERS. A LICENSE IS EFFECTIVE:

- 1) Upon payment of the license fees;
- 2) Physical possession of the license;
- 3) Effective date on the license.

Sincerely,

*Jackie B. Matulka*

NEBRASKA LIQUOR CONTROL COMMISSION

Jackie B. Matulka  
Licensing Division

Rhonda R. Flower  
Enclosures Commissioner

Bob Logsdon  
Chairman

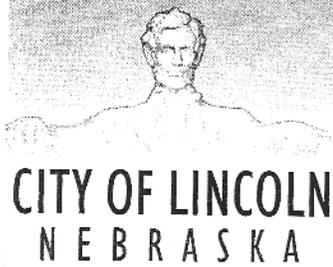
R.L. (Dick) Coyne  
Commissioner

An Equal Opportunity/Affirmative Action Employer

Printed with soy ink on recycled paper

FORM 35-4001  
REV. 12/99

2801  
Pine LAKE Rd.  
Approved 6-6-05



Lincoln Police Department  
Thomas K. Casady, Chief of Police  
575 South 10th Street  
Lincoln, Nebraska 68508

402-441-7204  
fax: 402-441-8492



MAYOR COLEEN J. SENG

lincoln.ne.gov

June 9, 2005

Mayor Seng and City Council  
City of Lincoln  
City County Building  
Lincoln, NE

Mayor Seng and Members of the City Council:

An investigation has been made regarding the application of Noodles & Company, 210 North 14<sup>th</sup> Street requesting a class I liquor license.

They have requested that Christopher Dakin be approved as the manager of the liquor license.

Background information on Mr. Dakin will be omitted as the Council approved Mr. Dakin as the manager of Noodles & Company located at 2801 Pine Lake Road on June 6<sup>th</sup> 2005.

If this application is approved, it should be with the understanding that it conforms to all the rules and regulations of Lincoln, Lancaster County and the State of Nebraska.

THOMAS K. CASADY, Chief of Police



A nationally accredited law enforcement agency



Local-jbm

L#6186

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APR 12 2005

NEBRASKA LIQUOR CONTROL COMMISSION

APPLICATION FOR LICENSE  
Nebraska Liquor Control Commission  
PO Box 95046,  
301 Centennial Mall South  
Lincoln, NE 68509-5046

<http://www.nol.org/home/NLCC/>  
Phone: (402) 471-2571  
Fax: (402) 471-2814

*No special permit required*

**INSTRUCTIONS:** Include: 1. Applicable fees payable to Liquor Control Commission 2. Copy of birth certificate or naturalization papers proving U.S. citizenship for each individual and spouse named on application (not required of corporations or spouse(s) who file an affidavit of no interest with application, Commission form 4178 3. Corporations must include copy of articles of incorporation as filed with the Secretary of States office in the state of Nebraska 4. Commission checklist, form 4251 5. Fingerprint cards and processing fees (are required of individuals, all partners and spouses. Corporate applicants must file for CEO/Manager & stockholders holding over 25% stock 6. All applications must be typewritten or printed clearly 7. Submit in **Triplicate** 8. Required areas marked by a red asterisk ( \* )

**CLASS OF LICENSE FOR WHICH APPLICATION IS MADE AND LIST OF FEES FOR EACH**

Class of License (Check applicable class) *	Registration Fee	License Fees	Corporate Surety Bond *send copy
<input type="checkbox"/> A Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> F Beer, On Sale Only - Outside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> B Beer, Off Sale Only - Inside/Outside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input checked="" type="checkbox"/> J Wine, Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input checked="" type="checkbox"/> I Spirits, Wine, Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> D Spirits, Wine, Beer, Off Sale Only - Inside Corporate Limits	\$45.00	\$150.00	exempt
<input type="checkbox"/> D1 Spirits, Wine, Beer, Off Sale Only - within extraterritorial zoning jurisdiction	\$45.00	\$150.00	exempt
<input type="checkbox"/> C Spirits, Wine, Beer On & Off Sale - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> M Bottle Club (Spirits, Wine, Beer, On Sale)	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> H Nonprofit Corporation	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> K Wine Only, Off Sale	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> O Boat	\$45.00	\$50.00	exempt
<input type="checkbox"/> V Manufacturer of Beer, Wine & Distilled Spirits	\$45.00	Varies \$100 to \$1,000	*\$10,000 min.
<input type="checkbox"/> X Wholesale Liquor	\$45.00	\$500.00	*\$ 5,000 min.
<input type="checkbox"/> W Wholesale Beer	\$45.00	\$250.00	*\$ 5,000 min.
<input type="checkbox"/> Y Farm Winery	\$45.00	\$250.00	*\$ 1,000 min.
<input type="checkbox"/> L Craft Brewery (Brew Pub)	\$45.00	\$250.00	*\$ 1,000 min.



SECTION B			OTHER INFORMATION REQUIRED *	
	Yes	No	Explanation/Comments Note: Only what is visible on screen will be printed	
<p>* 1. <b>READ CAREFULLY.</b> Answer completely and accurately.</p> <p>Has anyone who is a party to this application, or their spouse, ever been convicted of or plead guilty to any criminal charge. Criminal charge means any charge alleging a felony or misdemeanor violation of a federal or state law; or a violation of a local law, ordinance or resolution. Include any DWIs or DUIs. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>		
<p>* 2. Are you buying the business and/or assets of a licensee? If yes, submit a copy of the sales agreement with a listing of assets being acquired including liquor inventory (name brand and container size required).</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>		
<p>* 3. Are you filing a temporary agency agreement, Commission form 4231, whereby current licensee allows you to operate on their license? If yes, attach copy.</p>	Yes <input type="radio"/>	No <input checked="" type="radio"/>		
<p>* 4. Are you borrowing any money from any source to establish and/or operate the business? If yes, list the lender.</p>	Yes <input checked="" type="radio"/>	No <input type="radio"/>	We have a revolving credit facility with Bank of America.	
<p>* 5. Will any person or entity other than licensee be entitled to a share of the profits of the establishment? If yes, explain.</p>	Yes <input checked="" type="radio"/>	No <input type="radio"/>	The Noodle Shop, Co. -- Colorado, Inc. is a subsidiary of Noodles & Company, a Delaware corporation.	

<p>* 6. Will any of the furniture, fixtures and equipment to be used in this business be owned by others? If yes, list such items and the owner.</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>* 7. Will any person(s) other than named in this application have any direct or indirect ownership or control of the business? If yes, explain?</p>	<p>Yes <input checked="" type="radio"/></p>	<p>No <input type="radio"/></p>	<p>The Noodle Shop, Co. -- Colorado, Inc. is a subsidiary of Noodles &amp; Company, a Delaware corporation.</p>
<p>* 8. Are the premises to be licensed within 150 ft. of a church, school, hospital, home for the aged or indigent persons or for veterans, their wives, children, or within 300 ft. of a college or university campus? If yes, list the name of such institution and where it is located in relation to the premises. Per Sec. §53-177.</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>* 9. Is anyone listed on this application a law enforcement officer? If yes, list the person, the law enforcement agency involved and the persons exact duties.</p>	<p>Yes <input type="radio"/></p>	<p>No <input checked="" type="radio"/></p>	
<p>10. List the primary bank and/or financial institution (branch if applicable) to be utilized by the business and the person(s) who will be authorized to write checks and/or make withdrawals on accounts at such institutions.</p>	<p>We will probably use U.S. Bank, but do not know which branch. the authorized signators will be Aaron Kennedy and Mary Beth Lewis.</p>		
<p>11. List all past and present liquor licenses held by any person named in this application. Include license holder name, location of license and license number. Also list reasons for termination of any licenses previously held.</p>	<p>Please see attached list of Noodles &amp; Company locations.</p>		
<p>12. List the person who will be the on site supervisor of the business and the estimated number of hours per week such person or manager will be on the premises supervising operations.</p>	<p>Edward Lynch will be the general manager for this location. He should be on duty 40-50 hours per week.</p>		

<p>13. List the training and experience of the person listed in #12 above in connection with selling and/or serving alcohol products.</p>	<p>Mr. Lynch worked at the Melting Pot restaurant before coming to Noodles &amp; Company as a GM. He has extensive experience in the restaurant business and has been trained regarding the alcohol serving policies at N&amp;C.</p>
<p>14. If the property for which this license is sought is owned, submit a copy of the deed, or proof of ownership, if leased submit a copy of the lease covering the entire license year. (Documents must show title or lease held interest in name of applicant as owner or lessee in the individual(s) or corporate name for which the application is being filed)</p>	<p>Please see attached copy of lease.</p>
<p>15. When do you intend to open for business?</p>	<p>To be determined. Most likely, the store will open in June of 2005.</p>

16. List the principal residence for the past 10 years for all persons required to sign application. If necessary attach a separate sheet.

NAME	FROM (YEAR)	TO (YEAR)	RESIDENCE (CITY, STATE)
Mary Beth Lewis/Barry Lewis	2004	Present	767 Quince Cir., Boulder, CO
	1991	2004	725 Union Ave., Boulder, CO
Wayne Kimmell/Leah Kimmell	1997	Present	411 Woody Ln., Monona, WI
	1991	1997	5327 Brody Dr., Madison, W

The undersigned applicant(s) hereby consent(s) to a background investigation and release of present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete and/or inaccurate.

Individual applicants agree to supervise in person the management and operation of the business and that they will operate the business authorized by the license for themselves and not as an agent for any other person or entity. Corporate applicants agree the approved manager will superintend in person the management and operation of the business. Partnership applicants agree one partner shall superintend the management and operation of the business. All applicants agree to operate the licensed business within all applicable laws, rules, regulations, and ordinances and to cooperate fully with any authorized agent of the Nebraska Liquor Control Commission.

**RECEIVED**  
APR 12 2005

Must be signed in the presence of a notary public. Must be signed by applicant and spouse; if a partnership, all partners and spouses must sign and corporation, all stockholders (holding more than 25% of the stock), officers, directors and spouses must sign. Full names only, initials not acceptable.

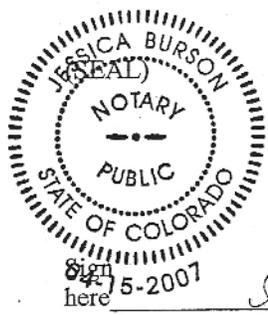
Sign here [Signature]

Sign Here [Signature]

Sign Here \_\_\_\_\_

NEBRASKA LIQUOR CONTROL COMMISSION

Subscribed in my presence and sworn to before me this 31<sup>st</sup> day of March, 2005



[Signature]  
Notary Public Signature

In compliance with ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternative format.

Verify & Print form

FORM 35-4010  
1  
REV 1/01

# Corporation/LLC Application for License - Form 3

Nebraska Liquor Control Commission

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NEBRASKA LIQUOR CONTROL COMMISSION

**INSTRUCTIONS:**

- 1) Application and application for manager must be typewritten and submitted in triplicate
- 2) Fingerprint cards (2 cards per person) must be submitted for: a) each stockholder owning over 25% of the stock, b) chief executive officer, c) proposed manager and d) all spouses
- 3) Information regarding spouses must be completed

Required areas marked by a red asterisk ( \* )

Name of Corporation That Will Hold License. Attach copy of Articles of Incorporation Total Number of Shares (if corporation)

The Noodle Shop, Co. -- Colorado, Inc. \* 1,000 \*

Corporate Street Address Mailing address for receipt of Liquor Control Commission Mailings

2590 Pearl Street \* 2590 Pearl Street \*

Corporate Telephone Number City County State Zip Code

720/214-1906 \* Boulder \* Boulder \* CO \* 80302 \* -

Name of Registered Agent Name of Proposed Manager

CT Corporation \* Chris Dakin \*

**IN THIS SECTION LIST THE NAME OF THE CHIEF EXECUTIVE OFFICER**

Name Title Date of Birth

Mary Beth Lewis \* President \* \* \*

Social Security Number Home Address (1) City

\* 767 Quince Circle \* Boulder \*

State Zip Code Home Telephone Number

CO \* 80304 \* - 1032 303/440-0559 \*

**PRINCIPLE OFFICERS, DIRECTORS, STOCKHOLDERS, MEMBERS AND SPOUSES**

Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases	Social Security Number	Date of Birth	Title
Mary Beth Lewis			President/Director
Spouse Name Barry Lewis			Retired Professor
Partner Number of Shares / % 0			Spouse Number of Shares / % 0

Name of Officers, Directors, Members and Spouses.

Application for License

The undersigned applicant(s) hereby consent(s) to a background investigation and release of present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse (s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information . Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete and/or inaccurate.

Individual applicants agree to supervise in person the management and operation of the business and that they will operate the business authorized by the license for themselves and not as an agent for any other person or entity. Corporate applicants agree the approved manager will superintend in person the management and operation of the business. Partnership applicants agree one partner shall superintend the management and operation of the business. All applicants agree to operate the licensed business within all applicable laws, rules, regulations, and ordinances and to cooperate fully with any authorized agent of the Nebraska Liquor Control Commission.

Must be signed in the presence of a notary public. Must be signed by applicant and spouse; if a partnership, all partners and spouses must sign and corporation, all stockholders (holding more than 25% of the stock), officers, directors and spouses must sign. Full names only, initials not acceptable.

APR 19 2005  
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NEBRASKA LIQUOR CONTROL COMMISSION

Sign here [Signature]

Sign Here [Signature]

Sign Here \_\_\_\_\_

Subscribed in my presence and sworn to before me this 05 day of April, 2005

(SEAL)

4-20-08



Sign here [Signature]  
Notary Public Signature

In compliance with ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternative format.

Verify & Print form

FORM 35-4010  
1  
REV 1/01

35-4183

<b>Give Last Name, First Name, Middle, Maiden, and any aliases</b>	<b>Social Security Number</b>	<b>Date of Birth</b>	<b>Title</b>
Name Wayne Robert Kimmell, II			Secretary
Spouse Name Leah Kimmell			N/A
Partner Number of Shares / % 0	Spouse Number of Shares / % 0		

<b>Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases</b>	<b>Social Security Number</b>	<b>Date of Birth</b>	<b>Title</b>
Name			
Spouse Name			
Partner Number of Shares / %	Spouse Number of Shares / %		

<b>Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases</b>	<b>Social Security Number</b>	<b>Date of Birth</b>	<b>Title</b>
Name			
Spouse Name			
Partner Number of Shares / %	Spouse Number of Shares / %		

<b>Name of Officers, Directors, Members and Spouses. Give Last Name, First Name, Middle, Maiden, and any aliases</b>	<b>Social Security Number</b>	<b>Date of Birth</b>	<b>Title</b>
Name			
Spouse Name			
Partner Number of Shares / %	Spouse Number of Shares / %		

(If Necessary, Continue on Separate Sheet)

35-4183

Is this Corporation/LLC controlled by another Corporation?

Yes  No

Name of control Corporation

TNSC, Inc.

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APR 12 2005

NEBRASKA LIQUOR CONTROL COMMISSION

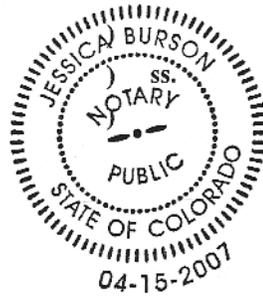
If YES, LIST EACH STOCKHOLDER/MEMBER OWNING MORE THAN 25% stock/interest in that corporation/LCC. Any applicant who has a Corporation as a shareholder MUST file an organizational chart listing all shareholders and/or corporations owning more than 25% stock and listing of the percentage of stock owned.

Please indicate below your corporate tax year with the IRS

Starting date: 12/29/04 Ending date: 12/26/05

State of Colorado

Boulder County



Jessica Burson
Notary Public Signature & Seal

By [Signature]
President/Member

Secretary/Member

In Compliance with ADA, this form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternate format.

Verify Form and Print

FORM 35-4183
REV. 02/01

# Application for Corporate Manager

**\*Must Be A Nebraska Resident\***

Please submit in Triplicate

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APR 12 2005

NEBRASKA LIQUOR CONTROL COMMISSION

Return to: Nebraska Liquor Control Commission, PO Box 95046  
301 Centennial Mall So., Lincoln NE 68509

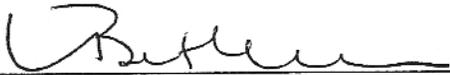
Phone: (402) 471-2571 Fax: (402) 471-2814 Web address: <http://www.nol.org/home/NLCC/>

Required areas marked by a red asterisk ( \* )

## LIQUOR LICENSE INFORMATION

Name of Licensed Corporation		Class & License number	
The Noodle Shop, Co. -- Colorado, Inc. *		Class J, #TBD *	
Trade Name of Licensed Premise			
Noodles & Company *			
Street Address of Licensed Premise		City	County
210 North 14th Street *		Lincoln *	Lancaster *

On behalf of the corporation, I designate this individual as corporate manager.

Signature of Corporate President/CEO: 

## APPLICANT INFORMATION (MUST BE 21 OR OVER)

Full Name (Last, First, Middle, Maiden)		Sex *	Social Security Number
Dakin, Christopher Fremont *		F M <input checked="" type="radio"/> <input type="radio"/>	_____ *
Date of Birth	Place of Birth		
_____ *	Fairfax, VA *		
Home Street Address		City	County
11355 Evans Street #3 *		Omaha *	Douglas *
State	Zip Code	Home Telephone Number	
NE *	68130 *	(402) 203-5633 *	
Business Telephone Number	Drivers License Number		State
(402) 330-1012 *	_____ *		NE *

Are You Married? \* Yes  No  If Yes, You must complete the following:

**SPOUSE'S INFORMATION (IF NOT MARRIED INDICATE)**

Full Name (Last, First, Middle, Maiden)

Social Security Number

Not Married

Drivers License Number

State

Date of Birth

Place of Birth

\* 1. **READ CAREFULLY.** Answer completely and accurately.

Has anyone who is a party to this application, or their spouse, ever been convicted of or plead guilty to any criminal charge. Criminal charge means any charge alleging a felony or misdemeanor violation of a federal or state law; or a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

Yes No

\* 2. Have you or your spouse ever made application for any liquor license or manager for any liquor license? IF YES, for what premise give license number and date.

Yes No

\* 3. Have you or your spouse ever made a compromise settlement for violation of such laws?

Yes No

\* 4. Do you, as a manager, have all the qualifications required by any person entitled to hold a Nebraska Liquor License?

Nebraska Liquor Control Act (§53-131.01)

Yes No

\* 5. Have you filed fingerprint cards and **PROPER FEES** (if check, make out to the NE State Patrol), with this application?

Yes No

**RESIDENCES FOR PAST 10 YEARS, APPLICANT AND SPOUSE MUST COMPLETE**

		Year	
		From	To
Applicant: City & State			
Burlington, VA		1994	1999
Spouse: City & State			

		Year	
		From	To
Applicant: City & State			
Lubbock, TX		1999	2001
Spouse: City & State			

		Year	
		From	To
Applicant: City & State			
Westminster, CO		2001	2004
Spouse: City & State			

		Year	
		From	To
Applicant: City & State			
Omaha, NE		2004	Pres.
Spouse: City & State			

**EMPLOYERS - LIST LAST TWO EMPLOYERS**

		Year	
		From	To
Name of Employer			
Noodles & Company		2001	2004
Name of Supervisor		Telephone Number	
Rea Myers		720-839-4921	

		Year	
		From	To
Name of Employer			
Starbucks		1998	2001
Name of Supervisor		Telephone Number	

# NEBRASKA LIQUOR CONTROL COMMISSION AFFIDAVIT OF NON PARTICIPATION

RECEIVED

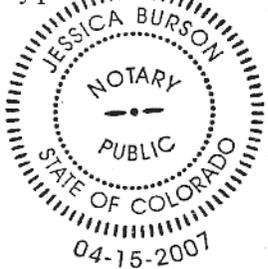
APR 12 2005

The undersigned individual acknowledges that he/she will have no interest, directly or indirectly, in the operation or profit of the business, as prescribed in Section §53.125(13) of the Liquor Control Act. Such individual shall not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices, represent themselves as owner or in any way participate in the day to day operations in any capacity. Undersigned will also be waived of filing fingerprint cards, however, has disclosed any violation(s) on the application.

NEBRASKA LIQUOR CONTROL COMMISSION

[Signature]  
Signature of Spouse

SUBSCRIBED in my presence and sworn to before me this 31<sup>st</sup> day of March, A.D., 2005



[Signature]  
Signature of Notary Public

The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

[Signature]  
Signature of Licensee/Applicant

Mary Beth Lewis  
Print Name of Licensee/Applicant

SUBSCRIBED in my presence and sworn to before me this 31<sup>st</sup> day of March, A.D., 2005



[Signature]  
Signature of Notary Public

FORM 35-4178  
REV 2/01



STATE OF

NEBRASKA  
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APR 12 2005

NEBRASKA LIQUOR  
CONTROL COMMISSION

Department of State  
Lincoln, Nebraska

United States of America, }  
State of Nebraska } ss.



I, John A. Gale, Secretary of State of Nebraska do hereby certify;

**THE NOODLE SHOP, CO.-COLORADO, INC.**

a Colorado corporation, was duly authorized to transact business in this state on June 25, 2004.

I further certify that no occupation taxes assessed are unpaid and no biennial reports are delinquent; and said corporation is in existence as of the date of this certificate.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on January 28, 2005.

*John A. Gale*  
SECRETARY OF STATE

