

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION
DEPOSIT

970527-TC
DATE

1. LEGAL NAME OF THE APPLICANT D517 MAY 05 1997

P. F. Chang's China Bistro, INC.

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

P. F. Chang's China Bistro

3. ADDRESS OF THE APPLICANT(S)

STREET 5090 N 40th Street, Suite 160
CITY Phoenix
STATE & ZIP AZ 85018

4. TYPE OF ORGANIZATION (CHECK ONE)

A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER:
OWN NAME.

DOCUMENTATION: No other documentation needed.

B. PARTNERSHIP:

DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.

C. CORPORATION:

DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME CT Corporation System
ADDRESS 1200 South Pine Island Rd
Plantation, FL 33324

D. DOING BUSINESS UNDER A FICTITIOUS NAME:

DOCUMENTATION: Attach proof that fictitious name has been registered with the Florida Secretary of States Office.

5. PROVIDE NAME, TITLE, AND TELEPHONE NUMBER OF THE INDIVIDUAL WHO IS RESPONSIBLE FOR COMMISSION CONTACTS:

NAME: Kim Kuharske
TITLE: Development Coordinator
PHONE: (602) 381-7470

6. HAS APPLICANT OR ANY SUBSIDIARY, PARTNER, OFFICER, DIRECTOR, ETC., OR IN THE CASE OF A CLOSELY HELD CORPORATION ANY SHAREHOLDER OF THE APPLICANT EVER BEEN GRANTED OR DENIED A PAY TELEPHONE CERTIFICATE IN THE STATE OF FLORIDA? THIS INCLUDES ACTIVE AND CANCELLED PAY TELEPHONE CERTIFICATES.

No

7. IF THE ANSWER TO QUESTION 6 IS YES, PLEASE EXPLAIN AND LIST THE CERTIFICATE HOLDER AND CERTIFICATE NUMBER.

N/A

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

Neveda, California, Texas, Colorado, Louisiana & Arizona

B. HAS APPLICATIONS PENDING TO BE CERTIFICATED AS A PAY TELEPHONE PROVIDER.

No

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. EXPLAIN CIRCUMSTANCES.

No

D. HAS HAD REGULATORY PENALTIES IMPOSED FOR VIOLATIONS OF TELECOMMUNICATIONS STATUTES. EXPLAIN CIRCUMSTANCES.

No

9. PLEASE INDICATE IF ANY OFFICERS OF THE CORPORATION, PARTNERSHIP OR INDIVIDUAL APPLICANT HAVE BEEN ADJUDGED BANKRUPT, MENTALLY INCOMPETANT, OR FOUND GUILTY OF ANY FELONY OR OF ANY CRIME, OR WHETHER SUCH ACTIONS MAY RESULT FROM PENDING PROCEEDINGS.

None

10. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED:

LOCAL
LONG DISTANCE
COIN
CALLING CARD
CREDIT CARD
OTHER, DESCRIBE

X
X
X
X
X

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: 4

12. HOW DOES THE APPLICANT INTEND TO SERVICE AND MAINTAIN EACH PAYPHONE?

PERSONALLY
FULL-TIME TECHNICIAN
PART-TIME TECHNICIAN
SERVICE/REPAIR/MAINTENANCE CONTRACT
OTHER, DESCRIBE

X
X
X

13. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL PROVIDE ACCESS TO ALL LOCALLY AVAILABLE LONG DISTANCE CARRIERS VIA IOXXX+O, 950-XXXX, AND 1-800? (See Rule 25-24.515(6), F.A.C.)

yes

14. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL CONFORM TO SUBSECTIONS 4.29.2 - 4.29.4 and 4.29.7 - 4.29.8 OF THE AMERICAN NATIONAL STANDARDS SPECIFICATIONS FOR MAKING BUILDINGS AND FACILITIES ACCESSIBLE AND USABLE BY PHYSICALLY HANDICAPPED PEOPLE (ATTACHMENT F)? (See Rule 25-24.515(14), F.A.C.)

yes

I, THE UNDERSIGNED OWNER OR OFFICER OF THE ABOVE NAMED ENTITY, HAVE READ THE FOREGOING AND DECLARE THAT TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE INFORMATION IS A TRUE AND CORRECT STATEMENT. I AM AWARE THAT PURSUANT TO s. 837.06, FLORIDA STATUTE, WHOEVER KNOWINGLY MAKES A FALSE STATEMENT IN WRITING WITH THE INTENT TO MISLEAD A PUBLIC SERVANT IN THE PERFORMANCE OF HIS OFFICIAL DUTY SHALL BE GUILTY OF A MISDEMEANOR OF THE SECOND DEGREE. I WILL COMPLY WITH ALL CURRENT AND FUTURE COMMISSION REQUIREMENTS REGARDING THE PAY TELEPHONE SERVICE. I UNDERSTAND THAT A NON-REFUNDABLE APPLICATION FEE OF \$100 MUST ACCOMPANY THE APPLICATION. ALSO, I UNDERSTAND THAT I AM REQUIRED TO PAY A REGULATORY ASSESSMENT FEE (MINIMUM \$50.00 PER CALENDAR YEAR), FILE AN ANNUAL PAY TELEPHONE SERVICE REPORT, AND PAY GROSS RECEIPTS TAX. FURTHERMORE, I AGREE TO KEEP THE COMMISSION ADVISED OF ANY CHANGES IN THE NAMES OR ADDRESSES LISTED ABOVE WITHIN TEN (10) DAYS OF THE CHANGE.

Robert Viviani, CFO
(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: 4/25/97

APPLICANT ACKNOWLEDGEMENT CARD

Applicant P.F. Chang's China Bistro

I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.

Signature Kim Kuharski

Title Development Coordinator

Date 4/25/97

THIS MUST BE COMPLETED AND RETURNED WITH THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A DIRECTORS

Chairman: Paul M. Fleming

Address: 2201 E. Camelback Road, Ste. 225B
Phoenix, Arizona 85016

DIRECTOR Vice Chairman: MICHAEL CHU

Address: 115 E. PUTNAM AVE
GREENWICH, CT 06830

Director: GERALD GALLAGHER

Address: 4550 NORTHWEST CENTER 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402

Director: MICHAEL WELBORN

Address: PO BOX 71 N.D.
PHOENIX, AZ. 85001

B. OFFICERS

DIRECTOR / President: ~~Richard Federico~~ RICHARD FEDERICO

Address: 2201 E. Camelback Road, Ste. 225B
Phoenix, Arizona 85016

Vice President: _____

Address: _____

Secretary: Robert
Mrs. Vivian

Address: 2201 E. Camelback Road, Ste. 225B
Phoenix, Arizona 85016

5000-2 (11-8-23)
SECRETARY OF STATE

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert Vivian

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT VIVIAN, CFO/SECRETARY

(Typed or printed name and capacity of person signing application)

56 JUN - 2 PM 1:23

FILED
JUN 2 1956

CERTIFICATE OF INCORPORATION

OF

P.F. CHANG'S CHINA BISTRO, INC.

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is:

P.F. CHANG'S CHINA BISTRO, INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805-1297. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The aggregate number of all classes of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares divided into two classes of which Two Million (2,000,000) shares of par value \$.01 per share shall be designated Preferred Stock and Eight Million (8,000,000) shares of par value \$.01 per share shall be designated Common Stock.

At all times, each holder of common stock of the Corporation shall be entitled to one vote for each share of common stock held by such stockholder standing in the name of such stockholder on the books of the Corporation.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the

number of shares to be included in each such series, and to fix the designations, powers, preferences, and rights of the shares of each such series, and any qualifications, limitations or restrictions thereof.

FIFTH: The name and address of the Incorporator is as follows:

Paul M. Fleming
2201 E. Camelback Road
Phoenix, Arizona 85016

SIXTH: In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

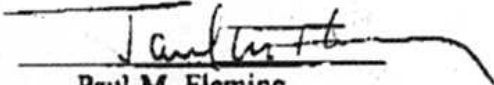
If the Delaware General Corporation Law is amended to authorize corporate actions further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article SEVENTH by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The Corporation may adopt such provisions with respect to indemnification of

directors, officers, or employees of the Corporation, consistent with this Article SEVENTH, as may be set forth from time to time in the Bylaws of the Corporation or a resolution adopted by the Board of Directors.

EIGHTH: Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the law of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of January, 1996.



Paul M. Fleming,
Sole Incorporator

3/05/97

CORPORATE DETAIL RECORD SCREEN

1:07 PM

NUM: F97000000021 ST:DE ACTIVE/FOREIGN PROF FLD: 01/02/1997

FEI#: 86-0815086

NAME : P.F. CHANG'S CHINA BISTRO, INC.

PRINCIPAL: 2201 E. CAMELBACK ROAD

ADDRESS STE 225B
PHOENIX, AZ 85016

RA NAME : C T CORPORATION SYSTEM

RA ADDR : 1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

ANN REP : * NONE FILED *

1. MENU, 3. OFFICERS, 7. LIST, 8. NEXT, 9. PREV

----- THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT -----
ENTER SELECTION AND (CR):

ALT-F10 HELP | VT-100 | FDX | 2400 E71 | LOG CLOSED | PRT OFF | CR | CR

3/05/97

OFFICER/DIRECTOR DETAIL SCREEN

1:07 PM

CORP NUMBER: F97000000021 CORP NAME: P.F. CHANG'S CHINA BISTRO, INC.

TITLE: PD NAME: FEDERICO, RICHARD
2201 E. CAMELBACK RD., STE 225B
PHOENIX, AZ

TITLE: S NAME: VIVIAN, ROBERT
2201 E. CAMELBACK RD., STE 225B
PHOENIX, AZ

TITLE: PD NAME: FLEMING, PAUL M
2201 E. CAMELBACK RD., STE 225B
PHOENIX, AZ

TITLE: D NAME: CHU, MICHAEL
115 E. PUTNAM AVE
GREENWICH, CT

TITLE: D NAME: GALLAGHER, GERALD
4550 NORWEST CENTER
MINNEAPOLIS, MN

TITLE: D NAME: WELBORN, MICHAEL
PO BOX 71 N/A
PHOENIX, AZ

+ NEXT, - PREV, 1. MENU, 2. FILING, 3. TOP
7. LIST, 8. NEXT BY LIST, 9. PREV BY LIST

----- THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT -----
ENTER SELECTION AND (CR):

ALT-F10 HELP | VT-100 | FDX | 2400 E71 | LOG CLOSED | PRT OFF | CR | CR



P.F. Chang's China Bistro Inc., 5090 North 40th Street, Suite 160, Phoenix, AZ 85018
 (602) 957-8986 Phone (602) 957-8998 Facsimile

LETTER OF TRANSMITTAL

DATE: April 25, 1997

TO: Florida Public Service Commission
Gunter Building, 2540 Shumard Oak Boulevard
Capital Circle Office Center
Tallahassee, FL 32399-0850

FROM: Kim Kuharske

- | | | |
|---|--|-------------------------------------|
| <input type="checkbox"/> Urgent | <input type="checkbox"/> For Your Review | <input type="checkbox"/> Reply ASAP |
| <input type="checkbox"/> Per Your Request | <input type="checkbox"/> Please Comment | <input type="checkbox"/> F Y I |

# of Copies	Description
3	Florida Pay Telephone Certificate Application
1	Check in the amount of \$100.00

Comments:

97 APR - 6
 510-111-16
 02/11/97