

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-2211

IN THE MATTER OF THE REGISTRATION OF:
WINGS OVER FRANCHISE AGREEMENT
By MATCAL INC

ORDER OF
REGISTRATION

WHEREAS, an application has been filed pursuant to Minn.
Stat. §80C.04; and

WHEREAS, the applicant has complied with the requirements
of registration,

NOW, THEREFORE, IT IS ORDERED, that the registration be
declared effective as of the date set forth below.



MIKE ROTHMAN
Commissioner
Department of Commerce
85 7th Place East, Suite 500
St Paul, MN 55101

Date: April 29, 2011
dlw

MAR 24 2011
Rec'd \$ 400

UNIFORM FRANCHISE REGISTRATION APPLICATION

E
6600File No. _____
(Insert file number of immediately preceding filing of Applicant)State: MinnesotaFee: \$400.00

APPLICATION FOR (Check only one):

- INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES
 RENEWAL APPLICATION OR ANNUAL REPORT
 PRE-EFFECTIVE AMENDMENT
 POST-EFFECTIVE MATERIAL AMENDMENT

EYE

1. Full legal name of Franchisor: **Matcal, Inc.**
2. Name of the franchise offering: **"Wings Over"**
3. Franchisor's principal business address:
245 Russell Street, Suite 23A, Hadley, MA 01025
4. Name and address of Franchisor's agent in this State authorized to receive service of process: **Minnesota Commissioner of Commerce, 133 East Seventh St., St. Paul, Minnesota 55101**
5. The states in which this application is or will be shortly on file: **Illinois, Indiana, Maryland, Michigan, Minnesota, New York, Rhode Island, and Virginia**
6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

9/31/11

off 4/29/11

N

Christopher J. Wallace
Nixon Peabody LLP
401 9th Street, NW, Suite 900
Washington, D.C. 20004
(202) 585-8166
(f) (866) 947-2602
cwallace@nixonpeabody.com

Certification

I certify and swear under penalty of law that I have read and know the contents of this application, including the Franchise Disclosure Document with an issuance date of January 27, 2011 attached as an exhibit, and that all material facts stated in all those documents are accurate and those documents do not contain any material omissions. I further certify that I am duly authorized to make this certification on behalf of the Franchisor and that I do so upon my personal knowledge.

Executed at Hadley, MA,
on March 18,, 2011

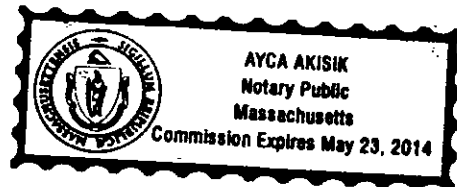
Franchisor:
MATCAL, INC.
By:
Name: Harold Tramazzo
Title: President

STATE OF Massachusetts)
) ss.
COUNTY OF Hampshire)

Personally appeared before me this 18th day of MARCH, 2011, the above-named Harold Tramazzo, to me known to be the person who executed the foregoing application (as President of the above-named applicant) and being first duly sworn, stated upon oath that said application, and all exhibits submitted herewith, are true and correct.

(Notarial Seal)

Notary Public



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