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F02000004307

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/22/02--01035--009
*****78.75 *****78.75

Dear Mr./Ms.:

Enclosed are the following documents for our client, Baya Corporation, a Michigan corporation:

1. Transmittal Letter
2. Application by Foreign Corporation for Authorization to Transact Business in Florida
3. Certificate of Existence and Good Standing for Baya Corporation from the State of Michigan, dated 8/16/2002.
4. Check, payable to "Florida Department of State", in the amount of \$78.75, for Filing Fee and Fee for Certificate of Status.

Please register Baya Corporation as a foreign corporation doing business in the State of Florida, and send a certificate of status to our office.

Thank you.

Very truly yours,



Gary L. Hahn

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TALLAHASSEE, FLORIDA

8/23 not

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Baya Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Michigan 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 16, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 709 W. Huron, Suite 200, Ann Arbor, MI 48103
(Principal office address)
- 709 W. Huron, Suite 200, Ann Arbor, MI 48103
(Current mailing address)
8. Operation and franchising of restaurants
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Barry Luchs
- Office Address: 3015 Seawind Circle
- Venice, Florida 34293
(City) (Zip code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barry Luchs
Barry Luchs (Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Barry Luchs

Address: 3015 Seawind Circle
Venice, FL 34283

Vice Chairman: Eric Luchs

Address: 3015 Seawind Circle
Venice, FL 34293

Director: Suzanne Luchs

Address: 3015 Seawind Circle
Venice, FL 34293

Director: Gary L. Hahn

Address: 709 W. Huron, Suite 200
Ann Arbor, MI 48103

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B. OFFICERS

President: Barry Luchs

Address: 3015 Seawind Circle
Venice, FL 34293

Vice President: Eric Luchs

Address: 3015 Seawind Circle
Venice, FL 34293

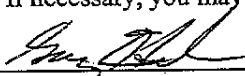
Secretary: Gary L. Hahn

Address: 709 W. Huron, Suite 200, Ann Arbor, MI 48103

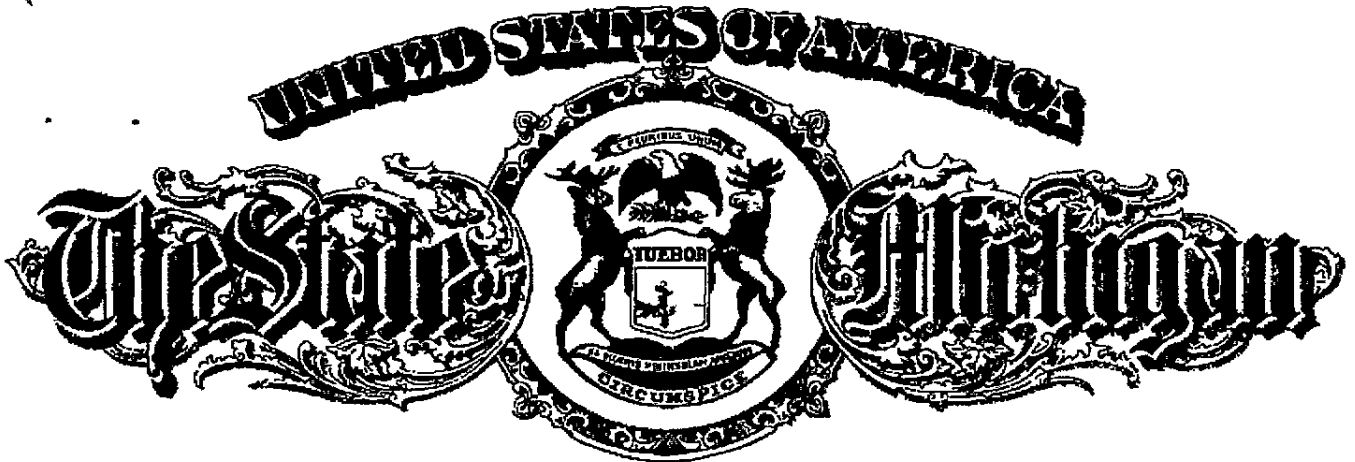
Treasurer: Suzanne Luchs

Address: 3015 Seawind Circle, Venice, FL 34293

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary L. Hahn, Secretary
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BAYA CORPORATION

was validly incorporated on August 16, 2002, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
33172C

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 16th day of August, 2002

Andrew S. Mitchell, Director

Bureau of Commercial Services