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(Requestor's Name)

(Address)

(Address)

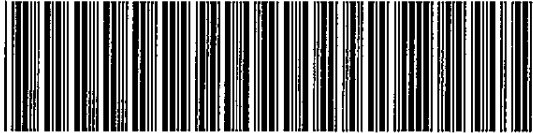
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



400008525214

10/23/02--01040--024 **70.00

Special Instructions to Filing Officer:
RECEIVED
02 OCT 23 AM 11:55
SECTION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

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*10/23
rest*

CT CORPORATION

October 23, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

02 OCT 23 PM 02:22
MELANIE STRICKLAND

Re: Order #: 75648897 WO
Customer Reference 1: 65785
Customer Reference 2: 0006

Dear Secretary of State, Florida:

Please file the attached:

Gwinnett Industries, Inc. (GA)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. Gwinnett Industries, Inc.
(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. Georgia 3. 58-6018112
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/20/1958 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual
(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. 5830 East Ponce de Leon Avenue, Stone Mountain, GA 30083
(Principal office address)

same
(Current mailing address)

8. real estate holding company
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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.

By: [Signature]
C T Corporation System
(Registered agent's signature)

MARY R. ADAMS
ASSISTANT SECRETARY

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 *SEE ATTACHMENT*

Chairman: Beth P. Parker

Address: 5830 East Ponce de Leon Avenue
Stone Mountain, GA 30083

Vice Chairman: _____

Address: _____

Director: P. Russell Hardin

Address: 50 Hurt Plaza, Suite 120
Atlanta, GA 30303

Director: John Robertson

Address: c/o Waffle House, Inc., 5986 Financial Drive
Norcross, GA 30071

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STATE OF FLORIDA
MOUNTAIN VIEW

B. OFFICERS *SEE ATTACHMENT*

President: Beth P. Parker

Address: 5830 East Ponce de Leon Avenue
Stone Mountain, GA 30083

Vice President: Lawrence P. Callahan

Address: 5830 East Ponce de Leon Avenue
Stone Mountain, GA 30083


Secretary: Michael G. Kerman

Address: 999 Peachtree Street, NE Atlanta, GA 30309

Treasurer: _____

Address: _____

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. Michael G. Kerman, Secretary
(Typed or printed name and capacity of person signing application)

Attachment to Florida

Officers & Directors

-
1. Full Name: Beth P. Parker
 Officer/Director: Officer, Director
 Officer's Title: President
 Director's Title: Chairman
 Business Address: 5830 East Ponce de Leon Avenue
 City: Stone Mountain
 State: GA
 ZIP Code: 30083

 2. Full Name: Michael G. Kerman
 Officer/Director: Officer
 Officer's Title: Secretary
 Business Address: 999 Peachtree Street, NE
 City: Atlanta
 State: GA
 ZIP Code: 30309

 3. Full Name: Lawrence P. Callahan
 Officer/Director: Officer
 Officer's Title: VP/COO
 Business Address: 5830 East Ponce de Leon Avenue
 City: Stone Mountain
 State: GA
 ZIP Code: 30083

 4. Full Name: John Walter Drake
 Officer/Director: Officer
 Officer's Title: Asst. Sec.
 Business Address: 250 East Ponce de Leon Avenue, S. 600
 City: Decatur
 State: GA
 ZIP Code: 30030

 5. Full Name: Joshua Harrison
 Officer/Director: Officer
 Officer's Title: Asst. Sec./Treasurer
 Business Address: 5830 East Ponce de Leon Avenue
 City: Stone Mountain
 State: GA
 ZIP Code: 30083

 6. Full Name: Lynn Pattillo
 Officer/Director: Officer
 Officer's Title: VP
 Business Address: 5830 East Ponce de Leon Avenue
 City: Stone Mountain
 State: GA
 ZIP Code: 30083

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- 7. Full Name: Jerry Silvio
Officer/Director: Officer
Officer's Title: VP
Business Address: 5830 East Ponce de Leon Avenue
City: Stone Mountain
State: GA
ZIP Code: 30083

- 8. Full Name: John Robertson
Officer/Director: Director
Officer's Title:
Director's Title: Other Director
Business Address: c/o Waffle House, Inc., 5986 Financial Drive
City: Norcross
State: GA
ZIP Code: 30071

- 9. Full Name: Earl Rogers
Officer/Director: Director
Officer's Title:
Director's Title: Other Director
Business Address: 3580 Kilpatrick Lane
City: Snellville
State: GA
ZIP Code: 30039-8642

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FBI
MILWAUKEE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0A01808
DATE INC/AUTH/FILED: 06/20/1958
JURISDICTION : GEORGIA
PRINT DATE : 10/22/2002
FORM NUMBER : 211

CT CORPORATION SYSTEM
CHANTELLE COLBERT
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

GWINNETT INDUSTRIES, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20021022130805986



Cathy Cox
Secretary of State