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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

June 15, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
05 JUN 15 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6384939 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Golden Rule Franchising, Inc. (AL)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

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

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

1203 Governors Square Boulevard
Tallahassee, FL 32301-2960
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.

FILED 05 JUN 15 PM 2:54 SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Golden Rule Franchising, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.") (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama 3. 63-1041247 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 14, 1991 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1806 Sixth Avenue South, Irondale, Alabama 35210 (Principal office address) (Current mailing address)

8. A barbeque restaurant (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 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.

C T Corporation System By: Dale W. Morris (Registered agent's signature) DALE W. MORRIS ASSISTANT VICE PRESIDENT

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: Charles M. Matsos
Address: c/o Michael's Enterprises, 1806 Sixth Avenue
Irondale, Alabama 35210

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

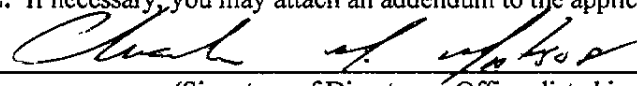
President: Charles M. Matsos
Address: c/o Michael's Enterprises, 1806 Sixth Avenue
Irondale, Alabama 35210

Vice President: _____
Address: _____

Secretary: Michael C. Matsos
Address: c/o Michael's Enterprises, 1806 Sixth Avenue, Irondale, Alabama 35210

Treasurer: Michael C. Matsos
Address: c/o Michael's Enterprises, 1806 Sixth Avenue, Irondale, Alabama 35210

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Charles M. Matsos, President of Golden Rule Franchising, Inc.
(Typed or printed name and capacity of person signing application)

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

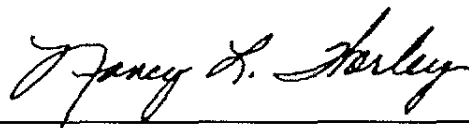
the domestic corporation records on file in this office disclose that Golden Rule Franchising, Inc. incorporated in Jefferson County, Birmingham, Alabama on February 19, 1991.

I further certify that the records do not disclose that said Golden Rule Franchising, Inc. has been dissolved.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 10, 2005

Date



Nancy L. Worley

Secretary of State

