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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Redneck Foods Inc.

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 98 SEP -2 PM 1:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 hl
 9/14

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RUSH

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 98 SEP - 8 PM 12:28
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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Ordered By: _____


Date: _____

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. The name of the corporation (hereinafter called the "company") is REDNECK FOODS, INC.
2. The Federal Identification Number of the company is 56-2035983
3. The company was incorporated under the laws of the State of Delaware on 1/31/97.
4. The duration of the company is perpetual.
5. The date business was/will be first transacted in Florida is Upon qualification
6. The current mailing address of the company is 71 Turtle Creek Drive
Asheville, North Carolina 28803
7. The purpose of the company, as authorized in it's home state, and to be carried out in the State of Florida is restaurant business
8. The name and street address of the company's Registered Agent in the State of Florida is:
NationsCorp Registered Agents, Inc.
526 E. Park Avenue
Tallahassee, FL 32301
9. 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.


(Registered Agent's Signature) Assistant Secretary

10. 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 laws of which this company is incorporated.

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11. The names and street addresses of the officers and directors of the company are as follows:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____
Address: _____
Per Schedule A attached.

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

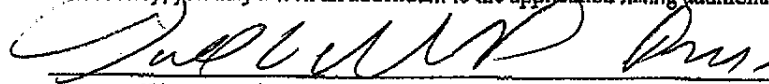
President: _____
Address: _____
Per Schedule B attached.

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in #11 of the application)

13. David Womick, President
(Typed or printed name and capacity of person signing application)

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SCHEDULE A

David Wornick
Redneck Foods, Inc.
71 Turtle Creek Drive
Asheville, NC 28803

John P. Williams
Parallel Entertainment
8380 Melrose Avenue, Suite 310
Los Angeles, CA 90069

Samuel J. Fox
Blanc Williams Johnston & Kronstadt, LLP
1900 Avenue of the Stars, 17th Floor
Los Angeles, CA 90067-4403

Erich K. Schmid
Business Intermediary Services
1402 BB&T Building
Asheville, NC 28801

James E. Scheifley
James E. Scheifley & Associates
8101 East Belleview A-60, # 181
Denver, CO 80237

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SCHEDULE B

David Womick, President
Redneck Foods, Inc.
71 Turtle Creek Drive
Asheville, NC 28803

James E. Scheifley, Secretary & Treasurer
James E. Scheifley & Associates
8101 East Belleview A-60, # 181
Denver, CO 80237

Erich K. Schmid, Assistant Secretary
Business Intermediary Services
1402 BB&T Building
Asheville, NC 28801

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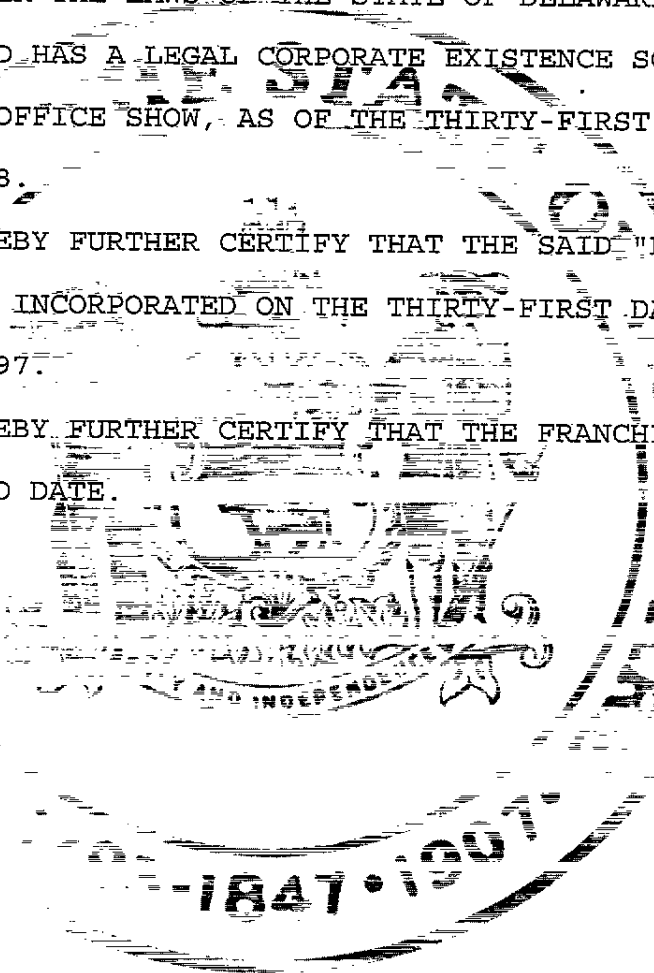
FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REDNECK FOODS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REDNECK FOODS, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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TALLAHASSEE, FLORIDA
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9279453

DATE: 08-31-98