

F 000000001640

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Hill Management Service, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John Hill (Name of Person) 300003179849--0
-03/22/00--01051--007
*****78.75 *****78.75
(Firm/Company)
5308 Cottonwood Road, Suite 1A
(Address)
Memphis, TN 38118
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Larry Austin at (901) 761-7777
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

WR
3/24

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

4 pgs

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Hill Management Service, 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. Louisiana 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 28, 1980 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. will begin in mid-April, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5308 Cottonwood Road, Suite 1A
Memphis, Tennessee 38118
(Current mailing address)

8. Operates a restaurant known as Lunch Box Grill
(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: HENRY P. GAMBRELL

Office Address: PLAZA BUILDING SUITE 204
3300 N. PACE BLVD - PENSACOLA, Florida, 32505
(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.

Henry P. Gambrell
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: John W. Hill, III

Address: 5308 Cottonwood Road, Suite 1A
Memphis, TN 38118

Vice Chairman: _____

Address: _____

Director: Patricia Hill

Address: 5308 Cottonwood Road, Suite 1A
Memphis, TN 38118

Director: _____

Address: _____

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

President: Henry P. Gambrell

Address: HMS Inc. Plaza Bldg. 204
3300 N. PACE BLVD. Pensacola Fl. 32505

Vice President: Alice Moore

Address: 5345 Atlanta Hwy
Montgomery Ala. 36123

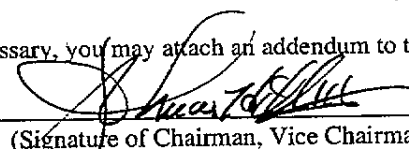
Secretary: Patricia Hill

Address: 5308 Cottonwood Road, Suite 1A
Memphis, TN 38118

Treasurer: _____

Address: _____

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

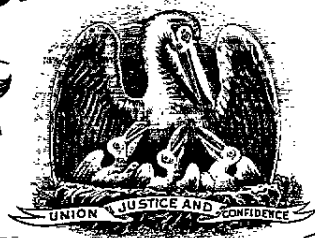
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John W. Hill, III, Chairman
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA

State of



Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the Articles of Incorporation of

HILL MANAGEMENT SERVICE, INC.

Domiciled at VIVIAN, LOUISIANA,

Were filed in this Office and a Certificate of Incorporation was issued on March 28, 1980,

I further certify that no Certificate of Dissolution has been issued.

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TALLAHASSEE FLORIDA

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

March 15, 2000

Jox McKeithen

CLO
Secretary of State

