



THE UNITED STATES
CORPORATION
COMPANY

F0000000 2453

ACCOUNT NO. : 072100000032

REFERENCE : 672924 *4308791*

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : April 24, 2000

ORDER TIME : 1:50 PM

ORDER NO. : 672924-025

CUSTOMER NO: 4308791

500003227655--7

CUSTOMER: James Sheridan, Esq
Ricklefs & Company, P.c.
3 Center Plaza
Suite 420
Boston, MA 02108

FOREIGN FILINGS

NAME: GLOBAL RESTAURANTS CONCEPT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAY 13 PM 1:50

RECEIVED
00 APR 27 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 53



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 27, 2000

ERIKA CARLSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: GLOBAL RESTAURANTS CONCEPT, INC.
Ref. Number: W00000011196

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -3 PM 1:50

We have received your document for GLOBAL RESTAURANTS CONCEPT, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00023295

*Buck Kohr - company changed name in
homestate.*

RECEIVED
00 MAY -3 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY -3 PM 1:30

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. PREZZO INTERNATIONAL, 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. DELAWARE
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. APRIL 24, 2000
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. APRIL 24, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 28 CEDAR ROAD, NORTH HAMPTON, NEW HAMPSHIRE 03862
(Current mailing address)
8. ANY LAWFUL PURPOSE
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

BRIAN GOURTNEY, ASST. VP.

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)

FILED
SECRETARY OF CORPORATIONS
00 MAY -3 PM 1:50

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

Chairman: N/A

Address: N/A

Vice Chairman: N/A

Address: N/A

Director: Narotam S. Grewal

Address: 28 Cedar Road, North Hampton, New Hampshire 03862

Director: N/A

Address: N/A

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

President: Narotam S. Grewal

Address: 28 Cedar Road, North Hampton, New Hampshire 03862

Vice President: N/A

Address: N/A

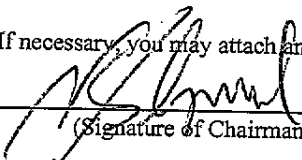
Secretary: N/A

Address: N/A

Treasurer: N/A

Address: N/A

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. Narotam S. Grewal

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREZZO INTERNATIONAL, 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 SECOND DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
STATE
SECRETARY OF CORPORATIONS
MAY -3 PM 1:50



Edward J. Freel

Edward J. Freel, Secretary of State

3216451 8300

001222443

AUTHENTICATION: 0413755

DATE: 05-02-00