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October 18, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 21 PM 3:59

Qualification and Amendment Sections
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of an Application By Foreign Corporation to File Amendment to Application for Authorization for Arthur Treacher's, Inc. (Utah) and Filing of an Application By Foreign Corporation for Authorization for Arthur Treacher's, Inc. (Delaware)

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-10/25/00--01092--001
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find an Application By Foreign Corporation to File Amendment to Application for Authorization for Arthur Treacher's, Inc. (Utah) to be filed first and an Application By Foreign Corporation for Authorization to Transact Business in Florida that we have prepared on behalf of Arthur Treacher's Inc. (Delaware) (the "Corporation") to be filed second. The following supporting materials are also attached to the Applications:

1. An original certificate of existence, duly authenticated by the Secretary of State from the State of Delaware, confirming the good standing and corporate existence of the Corporation for the Application By Foreign Corporation for Authorization; and a check for the prescribed registration fee of \$70 made payable to the Florida Department of State.
2. A check in the amount of \$43.75 for the Application By Foreign Corporation to File Amendment to Application for Authorization for Arthur Treacher's, Inc. (Utah) covering the filing fee and the fee for a certified copy.

Name	
Availability	
Comment	
Examiner	<i>Ull</i>
Updater	
Updater	
Verifier	
Approval	
Approval	

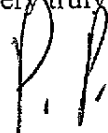
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FF \$70.00

McLAUGHLIN & STERN, LLP

Once the enclosed application is processed and the Corporation is registered as a foreign corporation to do business in Florida, please provide me with a certified copy of the application.

Very truly yours,

A handwritten signature in black ink, appearing to read 'P. Pfeiffer', written over a horizontal line.

Peter Pfeiffer

PP/atd
enclosure

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. Arthur Treacher's, 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 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 4, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Date of Approval of this Application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7400 Baysmeadow Way, Suite 300
Jacksonville, FL 32256
(Current mailing address)

8. Carry out all lawful business in the state of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Bill Saculla

Office Address: 7400 Baysmeadow Way, Suite 300
Jacksonville, Florida, 32256
(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.

[Handwritten signature of William Saculla]

(Registered agent's signature)

William Saculla

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)

Directors of Arthur Treacher's, Inc. (Delaware)

Bruce Galloway	Director, and Chairman of the Board
Gary Herman	Director
William Saculla	Director
Skuli Thorvaldsson	Director

The address for each of the directors of Arthur Treacher's, Inc. is:

C/o 7400 Baysmeadow Way, Suite 300
Jacksonville, FL 32256

Officers of Arthur Treacher's, Inc. (Delaware)

Bruce Galloway	Chief Executive Officer
William Saculla	President and Treasurer
Gary Herman	Secretary

The address for each of the executive officers of Arthur Treacher's, Inc. is:

C/o 7400 Baysmeadow Way, Suite 300
Jacksonville, FL 32256

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 "ARTHUR TREACHER'S, 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3270252 8300

AUTHENTICATION: 0738720

001522885

DATE: 10-17-00