

Document Number

FOOOOOOOO 6818

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

900003492409--3
-12/08/00--01093--018
***5885.00 ***5885.00

CORPORATION(S) NAME

900003492409--3
-12/08/00--01093--019
*****8.75 *****8.75

Franrest Management, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
DEC - 8 PM 5:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgement

12/08/00

Order#:

Ref#:

Amount:\$

W.P. Verifier

Adm 5815.00
CF 70.00
CERT 8.75

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FLORIDA
12/08/00

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FLORIDA
12/08/00

12/8

**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. Franrest Management, 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. New York

(State or country under the law of which it is incorporated)

3. 11-3189135

(FEI number, if applicable)

4. 12/93

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1995

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 763 Larkfield Road

Commack, NY 11725

(Current mailing address)

8. Management Services

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

CT Corporation System

Jennifer L. Morgia
(Registered agent's signature)

Jennifer L. Morgia

CT Corporation System
Assistant Secretary

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Mario SbarroAddress: 401 Broadhollow Rd.
Melville, NY 11747Vice President: Joseph SbarroAddress: 401 Broadhollow Rd.
Melville, NY 11747Secretary: Carmela MerendinoAddress: 401 Broadhollow Rd.
Melville, NY 11747Treasurer: Anthony SbarroAddress: 401 Broadhollow Rd.
Melville, NY 11747**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. Vice President & Assistant Secretary

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

FRANREST MANAGEMENT, INC.
11-3189135
EXECUTIVE OFFICERS

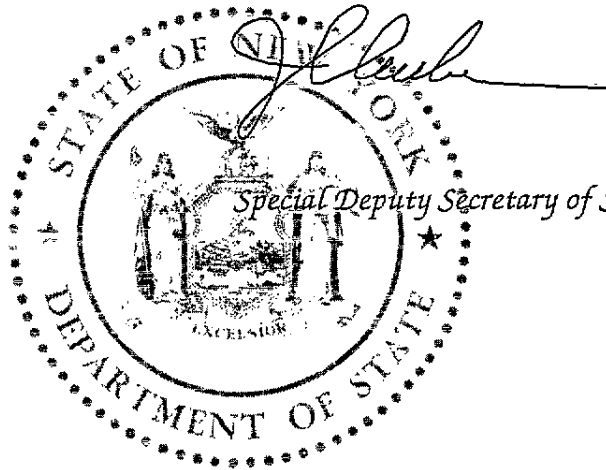
NAME	TITLE	BUSINESS ADDRESS
Mario Sbarro	President	401 Broadhollow Road Melville, NY 11747
Anthony Sbarro	Treasurer	401 Broadhollow Road Melville, NY 11747
Joseph Sbarro	Senior Executive VP & Secretary	401 Broadhollow Road Melville, NY 11747
Carmela N. Merendino	Vice-President & Asst. Secretary	401 Broadhollow Road Melville, NY 11747
Steven B. Graham	Controller	763 Larkfield Road Commack, NY 11725
Adele Geller	Asst. Vice President of Taxation	763 Larkfield Road Commack, NY 11725

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STATE
CLERK
JAN 10 1989

State of New York | ss:
Department of State

I hereby certify, that the Certificate of Incorporation of FRANREST MANAGEMENT, INC. was filed on 12/14/1993, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of December
two thousand.*



Special Deputy Secretary of State

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00 DEC -8 PM 5:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA