

CT CORPORATION SYSTEM

F01000003019

CORPORATION(S) NAME

JCG Enterprises, Inc. d/b/a JCGG Enterprises, Inc.

0

800004367668--5
-06/06/01--01054--015
*****78.75 *****78.75

01 JUN -6 AM 11:21
DIVISION OF CORPORATION

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

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

BK

6/6/01

Order#: 4519649

Ref#:

Amount: \$

01 JUN -6 PM 1:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

WRITTEN CONSENT OF BOARD OF DIRECTORS
OF
JCG ENTERPRISES, INC.

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01 JUN -6 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following actions are taken by the Board of Directors of JCG Enterprises, Inc. (the "Corporation") through this Written Consent and in lieu of holding a special meeting of the Board of Directors:

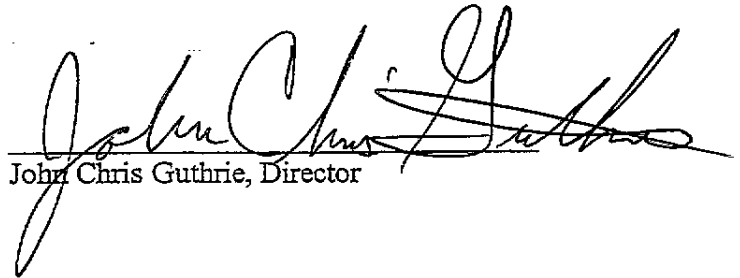
1. The following resolution is hereby adopted:

BE IT RESOLVED: That the Board of Directors of JCG Enterprises, Inc., organized and existing in Alabama, hereby authorizes the name of JCGG Enterprises, Inc. to be used for purposes of conducting business within the State of Florida.

2. The Secretary is hereby instructed to insert this instrument in the Corporation's minute book.

The foregoing actions are consented to, without a meeting, by the directors of the Corporation as evidenced by the execution of this instrument.

DATED: 5/14/01, 2001


John Chris Guthrie, Director

TRANSMITTAL LETTER

01 JUN -6 PM 1:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: JCG Enterprises, 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:

Tara Guthrie

(Name of Person)

JCGG Enterprises, Inc.

(Firm/Company)

P. O. Box 450

(Address)

Comer, GA 30629

(City/State and Zip code)

For further information concerning this matter, please call:

D. Ben Cork, CPA

(Name of Person)

at (205) 879-3292

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. JCG Enterprises, 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. Alabama

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

3. 63-1071056

(FEI number, if applicable)

4. July 8, 1992

(Date of incorporation)

5. Perpetual

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

6. _____
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1818 West Tennessee Street, Tallahassee, FL 32304

(Principal office address)

P. O. Box 450; Comer, GA 30629

(Current mailing address)

8. Fast-Food restaurant known as "Guthrie's"

(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

(City)

, 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.

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Chris Guthrie

Address: P. O. Box 450

Comer, GA 30629

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Chris Guthrie

Address: P. O. Box 450

Comer, GA 30629

Vice President: Tara Guthrie

Address: P. O. Box 450

Comer, GA 30629

Secretary: John Chris Guthrie

Address: P. O. Box 450; Comer, GA 30629

Treasurer: Tara Guthrie

Address: P. O. Box 450; Comer, GA 30629

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

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

14. Tara Guthrie
(Typed or printed name and capacity of person signing application)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that JCG Enterprises, Inc. incorporated in Winston County, Haleyville, Alabama on July 9, 1992. I further certify that the records do not disclose that JCG Enterprises, Inc. has been dissolved.

FILED
JUN -6 PM 1:18
SECRETARY OF STATE
MONTGOMERY, ALABAMA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 24, 2001

Date

Jim Bennett

Secretary of State