

LAW OFFICES

WILLIAM G. MORRIS

November 13, 2001

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Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Perry's Original Sub Shack Since 1972, Inc.
Our File:01CM041

Dear Sir or Madam:

F01-6030

Accompanying you will find original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida and a Certificate of Good Standing for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 for filing fees. Please send a time stamped copy to us in the enclosed FedEx envelope. Please file the Articles with an immediate effective date.

If you have any questions, please contact me.

Sincerely,

William G. Morris

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-11/16/01--01061--008
*****70.00 *****70.00

WGM/cap
Enclosures

cc: Perry's Original Sub Shack Since 1972, Inc.
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMIT REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Perry's Original Sub Shack Since 1972, 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 Jersey

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 18, 1991

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(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. 205 N. Collier Boulevard, Suite 230, Marco Island, FL 34145

(Principal office address)

8. 205 N. Collier Boulevard, Suite 230, Marco Island, FL 34145

(Current mailing address)

9. Holding Corp

(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: William G. Morris, Esq.

Office Address: 247 N. Collier Boulevard, Suite 202

Marco Island

(City)

Florida 34145

(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.

[Signature]
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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Franklin P. Radden bccv

Address: 6987 maura for lane Naples Fla. 34113

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Karen L. Radden

Address: 6987 maura for lane Naples Fla. 34113

Vice President: Franklin P. Radden

Address: 6987 maura for lane Naples Fla. 34113

Secretary/Treasurer: _____

Address: _____

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

13. Franklin P. Radden

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

14. FRANKLIN P. RADDIN

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

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PERRY'S ORIGINAL SUB SHACK SINCE 1972, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on April 18, 1991.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

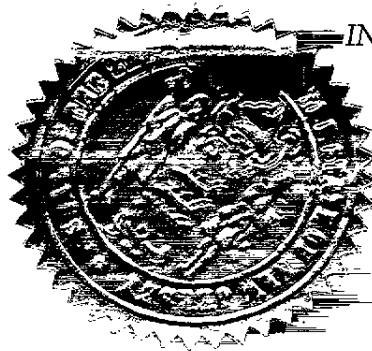
*Franklin P Raddin
312 Main St.
Hackettstown, NJ 07840*

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DIVISION OF CORPORATIONS
STATE OF NEW JERSEY

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PERRY'S ORIGINAL SUB SHACK SINCE 1972, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of October, 2001

Peter R Lawrance
Acting State Treasurer

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DIVISION OF CORPORATIONS