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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

gc partners, inc.

Certificate of Status	0
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DIVISION OF CORPORATION



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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. GC PARTNERS, 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. North Carolina 3. 56-1820539
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 1, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. was caused to exist or "perpetual")

6. Will be May 15, 2002
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))

7. 3816 Forrestgate Drive
Winston-Salem, North Carolina 27103
(Current mailing address)

8. To operate a restaurant in Florida City, Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Nathan I. Leder
Office Address: 5200 Blue Lagoon Drive, #600
Miami, Florida, 33126
(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.


(Registered agent's signature)

... 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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Nathan I. Leder
Address: 5200 Blue Lagoon Drive, Suite 600
Miami, Florida 33128

Director ~~Chairman~~: William H. Bodenhamer, Jr.
Address: 1330 S. E. 4th Avenue, Suite D
Ft. Lauderdale, Florida 33316

Director: David E. Gronewoller
Address: 3816 Forrestgate Drive
Winston-Salem, North Carolina 27103

Director: Eugene E. Husel
Address: 3816 Forrestgate Drive
Winston-Salem, North Carolina 27103

B. OFFICERS

President/CEO David E. Gronewoller
Address: 3816 Forrestgate Drive
Winston-Salem, North Carolina 27103

Vice President: William H. Bodenhamer, Jr.
Address: 1330 S. E. 4th Avenue, Suite D
Ft. Lauderdale, Florida 33316

Secretary: Eugene E. Husel
Address: 3816 Forrestgate Drive
Winston-Salem, North Carolina 27103

Treasurer: _____
Address: _____

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

13. Nathan I. Leder, Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nathan I. Leder, Chairman
(Typed or printed name and capacity of person signing application)

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North Carolina

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

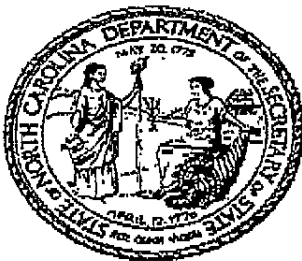
GC PARTNERS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of March, 1993, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of April, 2002.

Elaine F. Marshall
Secretary of State

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