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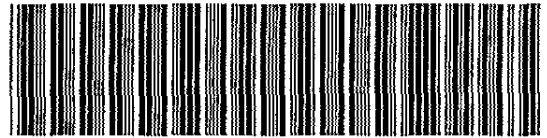
(Business Entity Name)

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DIVISION OF CORPORATION

BR

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Passport Restaurants, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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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 SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **PASSPORT RESTAURANTS, INC.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **TEXAS**

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

3. **11-3698802**

(FEI number, if applicable)

4. **9/18/2000**

(Date of incorporation)

5. **PERPETUAL**

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

6. **8/18/2003**

(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. **5950 HAZELTINE NATIONAL DRIVE #290 ORLANDO, FL 32822**

(Principal office address)

5950 HAZELTINE NATIONAL DRIVE #290 ORLANDO, FL 32822

(Current mailing address)

8. **RESTAURANT**

(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: **PARACORP INCORPORATED**

Office Address: **236 EAST 6TH AVENUE**

TALLAHASSEE


(City)

, Florida **32303**

(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)
Assistant Secretary for Paracorp

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 M. CREED**

Address: **804 PIER VIEW WAY #208**

OCEANSIDE, CA 92054

Vice Chairman: **CLYDE CULP**

Address: **197 HIDDEN POINT**

ANNAPOLIS, MD 21401

Director: **JEFFREY BARMAN**

Address: **20 WATERSIDE PLAZA**

NEW YORK, NY 10010

Director: **DR. WERNER FISCHER**

Address: **ZUM LEIMFELDT**

10 ERFURT, GERMANY D-99198

B. OFFICERS

President: **CHRISTOPHER R. THOMAS**

Address: **5950 HAZELTINE NATIONAL DRIVE #290**

ORLANDO, FL 32822

Vice President: **ROLAND CZEKELIUS**

Address: **CULLINARY DEVELOPMENT 36 CORDAGE PARK CIRCLE #301**

PLYMOUTH, MA 02360

Secretary: **MICHAEL VOGEL**

Address: **CULLINARY DEVELOPMENT 36 CORDAGE PARK CIRCLE #301 PLYMOUTH, MA 02360**

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. **CHRISTOPHER R. THOMAS, PRESIDENT**

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

**PASSPORT RESTAURANTS, INC
CERTIFICATE OF AUTHORITY
DIRECTORS**

JOHN M. CREED
804 PIER VIEW WAY #208
OCEANSIDE, CA 92054

CHRISTOPHER R. THOMAS
5950 HAZELTINE NATIONAL DRIVE #290
ORLANDO, FL 32822

ROLAND CZEKELIUS
CULINARY DEVELOPMENT
36 CORDAGE PARK CIRCLE #301
PLYMOUTH, MA 02360

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for PASSPORT RESTAURANTS, INC. (filing number: 159856800), a Domestic Business Corporation, was filed in this office on September 18, 2000.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 22, 2003.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State