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(City/State/Zip/Phone #)

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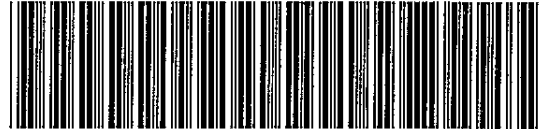
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(Business Entity Name)

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January 7, 2004

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

**RE: PYRO'S GRILL FRANCHISING INC.
(APPLICATION FOR AUTHORITY)**

Ladies and Gentlemen:

Please find enclosed for filing two executed duplicate originals of the Application by a Foreign Corporation for Authorization to Transact Business in Florida as well as a Certificate of Good Standing from the home jurisdiction for the above-referenced entity.

Also enclosed is a check in the amount of \$88.00 as the appropriate fees for filing and for a certified copy of the application.

Please return any copies and/or receipts, stamped to show the date of filing, to the undersigned.

Sincerely,



Jason Curcio
734 Cable Beach Lane
North Palm Beach, FL 33410

For further information concerning this matter, please call Sarah Lawlor at 818-879-9079 x 109.

Enclosed is a check in the amount of \$88.00 for filing, certificate of status and certified copy.

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DIVISION OF CORPORATIONS

**APPLICATION BY A FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

PYRO'S GRILL FRANCHISING INC.

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.

ARTICLE I

The name of the Corporation is PYRO'S GRILL FRANCHISING INC.

ARTICLE II

The state under the law of which it is incorporated is Delaware.

ARTICLE III

The FEI number is 20-0396412.

ARTICLE IV

The date of incorporation was November 12, 2003.

ARTICLE V

The duration of the corporation is perpetual.

ARTICLE VI

The date the corporation will first transact business in the state of Florida is upon qualification.

ARTICLE VII

The address of the principal office of the Corporation is

Pyro's Grill Franchising Inc.
113 Barksdale Professional Center
Newark, DE 19711-3258

The current mailing address of the Corporation is:

Pyro's Grill Franchising Inc.
113 Barksdale Professional Center
Newark, DE 19711-3258

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CORPORATIONS

ARTICLE VIII

The purpose authorized in the home state of the corporation to be carried out in the state of Florida is: franchisor of fast casual restaurants.

ARTICLE IX

The name and Florida street address of the initial registered agent is:

Jason C. Curcio
734 Cable Beach Lane
North Palm Beach, FL 33410

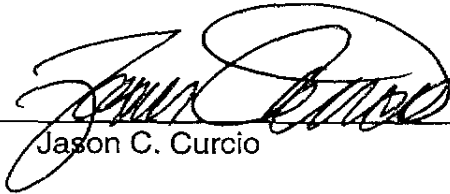
ARTICLE X

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.

Date: 1/13/04

Signed: _____


Jason C. Curcio

ARTICLE XI

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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ARTICLE XII

Names and business addresses of officers and/or directors:


Charles P. Curcio – Chairman of the Board of Directors
5440 Military Trail
Jupiter, FL 33458

Michael J. Curcio – Director/President
5440 Military Trail
Jupiter, FL 33458

Jason C. Curcio – Director/Vice President
5440 Military Trail
Jupiter, FL 33458

Date: 1/12/04

Signed:



Michael J. Curcio, President

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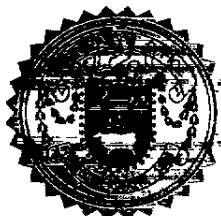
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PYRO'S GRILL FRANCHISING INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 2003.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State