

1201 HAY STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0171

F95000001951



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

800001462778
-04/24/95--01005--007

ACCOUNT NO. : 072100000032

REFERENCE : 581774 5318A

AUTHORIZATION :

800001462778
-04/24/95--01005--007
****122.50 ****122.50

-----COST LIMIT : \$ PPD-----

ORDER DATE : April 19, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 581774

CUSTOMER NO: 5318A

CUSTOMER: Barbara Rowe, Legal Assistant
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

FOREIGN FILINGS

NAME: MILLENNIUM BROADWAY, INC.

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 AM 11:31
54/21

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
224 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9200

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DANIEL H. SHERMAN, IV
H. BRADLEY STAGGS
RANDY E. STERN
JEFFREY W. WARREN
PAUL D. WATSON

April 20, 1995

VIA FEDERAL EXPRESS

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, FL 32301

RE: Account No. 5318A

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 4:11:31

Ladies and Gentlemen:

On behalf of our client, Sloppy Joe's Myrtle Beach, L.P., we are forwarding an Application by Foreign Corporation for Authorization to Transact Business in Florida for filing with the Secretary of State immediately. A check in the amount of \$122.50 is also enclosed for filing fee. If any additional charges are needed, please advance and charge our account. I would appreciate confirmation to Richard Hadlow, via telephone and telecopier (813/223-9620) as soon as same has been filed, and a certified copy returned to us.

If you have any questions or comments, please contact me or Mr. Hadlow at the above number as it is extremely urgent these documents are filed immediately. Thank you for your assistance.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant

/bar
Enclosures

73773.01

**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. The name of the corporation is: Millennium Broadway, Inc.
2. The state or country under the law of which the corporation is incorporated is: North Carolina
3. The Federal Employer Identification Number of the corporation is:
Applied For
4. The date of incorporation is: March 28, 1995
5. The duration of the corporation is: Perpetual
6. The date the corporation first transacted business in the State of Florida is: Date upon which Sloppy Joe's Myrtle Beach, Ltd., the limited partnership of which the corporation will be sole general partner, is formed in the state of Florida. It is anticipated that this will occur immediately after the issuance of a Certificate of Authority to the corporation.
7. The street and mailing address of the principal office of the corporation is: 41 West Church Street, Suite 200, Orlando, Florida 32801
8. The purpose(s) of the corporation authorized in home state or country to be carried out in the State of Florida is: Any lawful business for which a corporation may be formed pursuant to Chapter 55 of the North Carolina General Statutes. Specific purpose in the State of Florida will be to act as the sole general partner of a Florida limited partnership to be formed with the name "Sloppy Joe's Myrtle Beach, Ltd."
9. The name and street address of the Florida registered agent of the corporation are: Corporation Information Services, Inc., 1201 Hays Street, Tallahassee, Florida 32301

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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: _____

Laic Shady

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 the corporation is incorporated.

12. The names and addresses of the officers and directors of the corporation are:

A. Directors:

Mark I. Gibson
41 West Church Street, Suite 200
Orlando, Florida 32801

B. Officers:

President and Treasurer-
Mark I. Gibson
41 West Church Street
Suite 200
Orlando, FL 32801

Vice President-
George Missita
497 River Oak
Apartment G
Myrtle Beach, SC 29577

Secretary-
Sherry Lynn Gray
41 West Church Street
Suite 200
Orlando, FL 32801

Assistant Secretary-
James P. Cain
4101 Lake Boone Trail
Suite 400
Raleigh, NC 27607

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MILLENNIUM BROADWAY, INC.

By: _____

Name: *James P. Cain*
James P. Cain

Title: Assistant Secretary

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

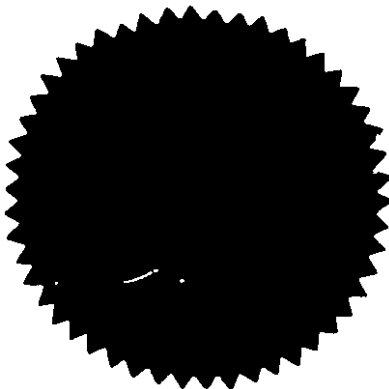
I, **RUFUS L. EDMISTEN**, Secretary of State of the State of North Carolina, do hereby certify that

MILLENNIUM BROADWAY, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 28th day of March, 1995, with its period of duration being perpetual.

I **FURTHER** certify that 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 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of April, 1995.



Rufus L. Edmisten

Secretary of State

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DIVISION OF CORPORATIONS

APR 21 1995