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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJ: : Sarasota Restaurant Concepts, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter, to the following:

Dena Kapocius
Shumaker, Loop & Kendrick
101 East Kennedy Boulevard
Suite 2500
Tampa, Florida 33602

Should you need to call someone concerning this matter, please call:

Dena Kapocius at 813-229-7600.

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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. Sarasota Restaurant Concepts, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Michigan
(State or country under the law of which it is incorporated)
3. August 25, 1994 4. perpetual
(Date of Incorporation) (Duration)
5. 38-3242829
(Federal Employer Identification number, if applicable)
6. June 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Shumaker, Loop & Kendrick, Suite 2500 - Barnett Plaza, 101 East Kennedy Blvd.
(Current mailing address) Tampa, FL 33602-5151
8. restaurant
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Patrick L. Beach
Director
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

Vice Chairman: Richard M. Goff
Director
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

Director: W. Ross Martin
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

Director: _____
Address: _____

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D. Officers:

President: Patrick L. Beach
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

Vice President: Richard M. Goff
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

Secretary: W. Ross Martin
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

Treasurer: W. Ross Martin
Address: 24 Frank Lloyd Wright Drive, Lobby L - 4th Floor
Ann Arbor, MI 48106

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

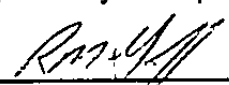
Name: James G. Lewis- Shumaker, Loop & Kendrick
Office Address: Suite 2500 - Barnett Plaza, 101 East Kennedy Blvd.
Tampa, Florida 33602-5151
Zip Code

11. Registered agent's acceptance:

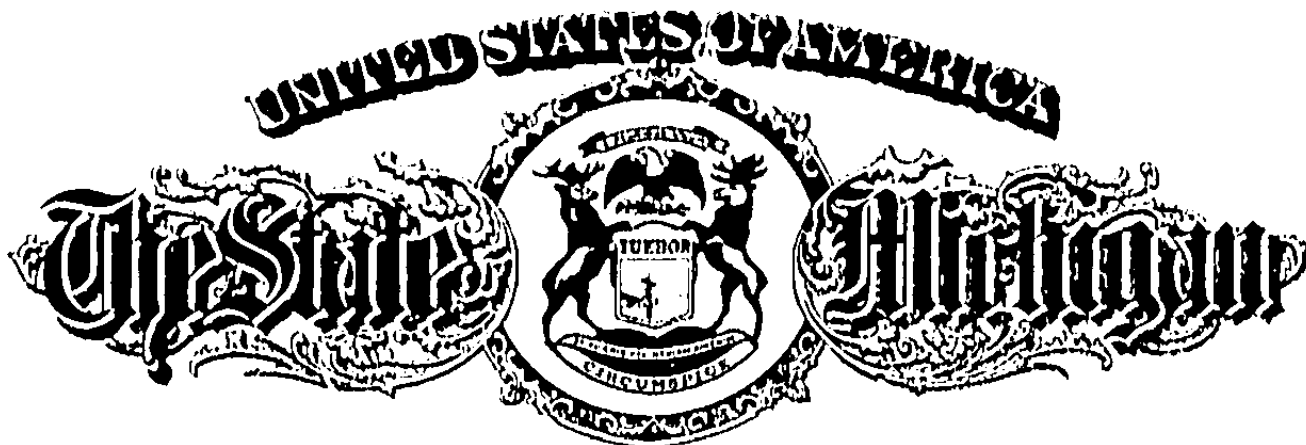
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Richard M. Goff, Vice President
(Name and capacity of person signing application)



Michigan Department of Commerce

Lansing, Michigan

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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This is to Certify That

SARASOTA RESTAURANT CONCEPTS, INC.

was validly incorporated on August 25, 1994, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 10th day of July, 1995.

Carl L. Lora, Director
Corporation & Securities Bureau

SEAL APPEARS ONLY ON ORIGINAL