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LAW OFFICES OF
PARKER, POE, ADAMS & BERNSTEIN L.L.P.

6800 CHARLOTTE PLAZA
CHARLOTTE, NORTH CAROLINA 28244
TELEPHONE 704-374-0000 FACSIMILE 704-363-4700

July 19, 1995

Ms. Susan Payne
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Flagstar Enterprises, Inc., an Alabama corporation,
successor in merger with Flagstar Enterprises, Inc.,
a Delaware corporation

Dear Ms. Payne:

Thank you for your help in determining the necessary filings for the above referenced corporation. Enclosed are an original and one photocopy of "Application by Foreign Corporation for Authorization to Transact Business in Florida" for Flagstar Enterprises, Inc. Also enclosed is an original and one copy of "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida." As the enclosed Certificate of Merger indicates, Flagstar Enterprises, Inc., a Delaware corporation, merged into Enterprises Acquisition, an Alabama corporation, which simultaneously changed its name to Flagstar Enterprises, Inc. Our firm checks in the amounts of \$35.00 and \$70.00 are enclosed for the filing fees.

Once you have completed the above filings, please send to me a Certificate of Good Standing for Flagstar Enterprises, Inc., an Alabama corporation. A separate firm check in the amount of \$8.75 is enclosed for this fee. Please don't hesitate to call me at (704) 335-9077 if you have any questions or need further information.

Thank you for your kind assistance.

Sincerely yours,

Daisy A. Barquist
Daisy A. Barquist

DAB/lb
Enclosures

PPAB-CH1/105422-1

RALEIGH OFFICE

P.O. BOX 309
ONE EXCHANGE PLAZA
RALEIGH NORTH CAROLINA 27602-0309

RESEARCH TRIANGLE PARK OFFICE

P.O. BOX 13039
RESEARCH TRIANGLE PARK, N.C. 27709
1000 PARK FORTY PLAZA, SUITE 505

SOUTH PARK OFFICE

4201 CONDENS ST., SUITE 145
CHARLOTTE, NORTH CAROLINA 28209

SPARTANBURG OFFICE

101 WEST SAINT JOHN ST., SUITE 203
SPARTANBURG, SOUTH CAROLINA 29306

FILE NUMBER

900001553829
-08/07/95--01015--005
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FOREIGN

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*****8.75 *****8.75

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

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FLAGSTAR ENTERPRISES, INC.
(Name of corporation: must include 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. Alabama
(State or country under the law of which it is incorporated)

3. November 9, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. 58-0900036
(Federal Employer Identification number, if applicable)

6. Upon qualification
(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)

7. 600 Shell Lane, Spartanburg, South Carolina 29302
(Current mailing address)

8. Restaurant operating company.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Inland Road
Plantation, Florida 33324

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.

JENNIFER FAULTMAN
ASSISTANT SECRETARY

Registered agent's signature: _____

C T Corporation System

(Officer)

JENNIFER FAULTMAN
ASSISTANT SECRETARY

(Typed Name and Title of Officer)

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. C. Burt Duren

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

14. C. Burt Duren, Vice President

(Name and capacity of person signing application)

**Attachment to Florida
Application by Foreign Corporation for
Authorization to Transact Business in Florida**

**Directors
of
FLAGSTAR ENTERPRISES, INC.**

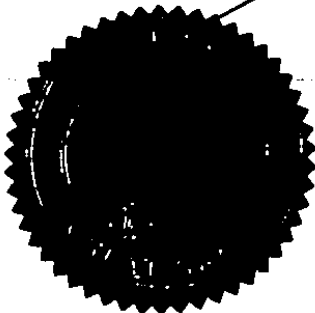
Jerome J. Richardson, Director
1116 Woodburn Road
Spartanburg, SC 29302
Social Security No.: 240-48-6925

Samuel H. Maw, Director
290 Indian Creek Road
Spartanburg, SC 29302
Social Security No.: 248-46-8950

H. Stephen McManus, Director
355 Twin Oaks Drive
Spartanburg, SC 29302
Social Security No.: 249-66-1534

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the corporate records on file in this office disclose that Flagstar Enterprises, Inc., a Delaware corporation, qualified in Alabama on February 9, 1990; that Enterprises Acquisition, Inc., incorporated in Montgomery County, Montgomery, Alabama on November 9, 1994; that on December 30, 1994 Flagstar Enterprises, Inc. merged into Enterprises Acquisition, Inc. changing name to Flagstar Enterprises, Inc. I further certify that the records do not disclose that Flagstar Enterprises, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

05/04/95

Date

Jim Bennett

Jim Bennett

Secretary of State