

F95000005434

TRANSMITTAL LETTER

TO Qualification/Tax Lien Section
Division of Corporations

675-20878

SUBJECT Davis Brothers, Incorporated
(Name of corporation - must include suffix)

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:

7000001614377
-10/18/95--01074--001
*****70.00 *****70.00

Daniel L. DeCubellis, Esquire
(Name of Person)

Mathews Smith Railey & DeCubellis, P.A.
(Firm/Company)

P.O. Box 4976

(Address)

Orlando, FL 32802-4976

(City/State/Zip)

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

Daniel DeCubellis/Carol Methven
(Name of Person)

at (407) 872-2200
(Area Code & Daytime Telephone Number)

92

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

11/11/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 18, 1995

DANIEL L. DECUBELLIS, ESQ.
MATHEWS SMITH RAILEY & DECUBELLIS, P.A.
PO BOX 4976
ORLANDO, FL 32802-4976

SUBJECT: DAVIS BROTHERS, INCORPORATED
Ref. Number: W95000020848

We have received your document for DAVIS BROTHERS, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 195A00047099

MATHEWS SMITH RAILEY & DeCUBELLIS

FRANK M. DEDELL
DANIEL L. DeCUBELLIS
JENNIFER S. EDEN
LAWRENCE G. MATHEWS, JR.
LILBURN R. RAILEY, III
MAURA T. SMITH
MARK L. VAN VALKENBURGH
MARY M. WILCO

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

POST OFFICE BOX 4070
ORLANDO, FLORIDA 32802-4070

TELEPHONE (407) 872-2200
TELECOPIER (407) 423-1038

PO BOX 10000
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

OF COUNSEL
LORRAINE WRIGHT
2710 NEW GABLES, SUITE 102
POST OFFICE BOX 419
ORLANDO, FLORIDA 32801
TELEPHONE (407) 659-5500
TELECOPIER (407) 659-5500

November 2, 1995

Freta Lott
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Davis Brothers, Incorporated
Number W95000020848

Dear Ms. Lott:

Pursuant to your letter of October 18, 1995 (number 195A00047099) and our subsequent phone conversation, enclosed please find a Resolution of Board of Directors adopting the name "Davis Brothers of Georgia, Incorporated" for use in Florida. We have also enclosed a copy of your letter and the copy of the application which you sent us. We understand that this is all that is necessary for the application to be filed.

If you have any questions or need additional information, please contact me or Daniel DeCubellis, Esquire.

Very truly yours,

MATHEWS SMITH RAILEY
& DeCUBELLIS, P.A.

Carol D. Methven

Carol D. Methven,
Paralegal

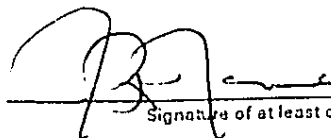
CDM:owp
Enclosure

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned being Chairman/Director of the Board of Directors, do hereby certify that this Resolution of the Board of Directors of Davis Brothers, Incorporated, a corporation duly organized and existing under the laws of the State of Georgia, was duly adopted on Sept 21st, 19 95.

Resolved, that Davis Brothers, Incorporated, organized and existing in the State of Georgia, hereby adopts the name Davis Brothers of Georgia, Incorporated for use in Florida.

Dated: Oct 27, 1995



Signature of at least one director

John R. Davis, Chairman/Director

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. DAVIS BROTHERS, INCORPORATED
(Name of corporation must include the word "INCORPORATED", "COMPANY", "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. Georgia
(State or country under the law of which it is incorporated)

3. 58-0619266
(FEI number, if applicable)

4. 06/02/1952
(Date of Incorporation)

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

6. October 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2631 Buford Highway N.E.
Atlanta, Georgia 30324-1347
(Current mailing address)

8. Purchase, construction, maintenance, operation of, and disposal of
restaurants, motels, and other related businesses.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.

Tanya M. Villar
(Registered agent's signature)

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: John R. Davis

Address: 2631 Buford Highway N.E., Atlanta, GA 30324-1347

Vice Chairman: _____

Address: _____

Director: John R. Davis

Address: 2631 Buford Highway N.E.

Atlanta, GA 30324-1347

Director: Suzie D. Moody

Address: 2631 Buford Highway N.E.

Atlanta, GA 30324-1347

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John R. Davis

Address: 2631 Buford Highway N.E.

Atlanta, GA 30324-1347

Vice President: Aaron Moody

Address: 2631 Buford Highway N.E.

Atlanta, GA 30324-1347

Secretary: Aaron Moody

Address: 2631 Buford Highway N.E.

Atlanta, GA 30324-1347

Treasurer: Hattie Carroll

Address: 2631 Buford Highway N.E., Atlanta, GA 30324-1347

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

13

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14

John R. Davis Chairman
(Typed or printed name and capacity of person signing application)

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

Additional Directors of Davis Brothers, Incorporated:

1. Barbara D. Fife
c/o Davis Brothers, Incorporated
2631 Buford Highway N.E.
Atlanta, GA 30324-1347
2. Stanley E. Keen
c/o Davis Brothers, Incorporated
2631 Buford Highway N.E.
Atlanta, GA 30324-1347
3. Hattie Carroll
c/o Davis Brothers, Incorporated
2631 Buford Highway N.E.
Atlanta, GA 30324-1347
4. Paul R. Phillips
c/o Davis Brothers, Incorporated
2631 Buford Highway N.E.
Atlanta, GA 30324-1347

RECEIVED
TALLAHASSEE, FLORIDA

95 NOV -6 PM 12:41

NOV 10 1995

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 952620686
CONTROL NUMBER : 1708751
DATE INC/AUTH/FILED: 06/02/1995
JURISDICTION : GEORGIA
PRINT DATE : 09/19/1995
FORM NUMBER : 0211

PRENTICE HALL CORPORATE SERVICES
BETTY BLANCHARD
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

DAVIS BROTHERS, INCORPORATED
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE