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JUL 19, 1996

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Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001758135
-03/26/96--01133--004
*****78.75 *****78.75

Re: Qualification of GCAD Florida, Inc.

Dear Sir or Madam:

Enclosed are two original copies of Application by Foreign Corporation for Authorization to Transact Business in Florida, North Carolina Certificate of Existence and our firm check for \$78.75 with regard to the qualification of the above corporation in the State of Florida. The additional \$8.75 is for a Certificate of Status. Please contact the undersigned should you have any questions.

Very truly yours,

H. Vaughn Ramsey
H. Vaughn Ramsey

HVR/mjg
Enclosure

cc: Mr. Steve Coggin
Mr. Bill Sned
Mr. Alan Farnell [CT Corporation]
Johnny Wood, CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 26 PM 3:44

**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. GCAD Florida, Inc.
(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. N.C.
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)

4. 1/24/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Has not yet commenced business in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 607.155, F.S.))

7. 4198 North Cherry Street
Winston Salem, North Carolina 27104
(Current mailing address)

- To engage in the operation of franchise restaurants and otherwise engage in any lawful act or activity for which corporation may be organized under the NC Business Corporation Act and permitted under the Florida Business Corporation Act.
8. _____
(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: CR Corporation System

Office Address: 1200 South 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.

By: ALLAN FARNELL
(Registered agent's signature) **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) ***ALSO SEE ATTACHED***

Director

~~Chairman~~ Charles B. Erwin

Address: 3017 High Point Road, Greensboro, NC 27403

Director

~~Vice Chairman~~ Stephen C. Coggin

Address: 4198 North Cherry Street, Winston Salem, NC 27104

Director: John M. Miracle

Address: 4198 North Cherry Street

Winston Salem, NC 27104

Director: Paul Pugal

Address: 20557 Drake Road

Strongsville, Ohio 44136

B. OFFICERS (Street address only- P. O. Box NOT acceptable) ***ALSO SEE ATTACHED***

President: Stephen C. Coggin

Address: 4198 North Cherry Street

Winston Salem, North Carolina 27104

Vice President: Paul Pugal

Address: 20557 Drake Road

Strongsville, Ohio 44136

Secretary: John M. Miracle

Address: 4198 North Cherry Street

Winston Salem, North Carolina 27104

Treasurer: Charles B. Erwin

Address: 3017 High Point Road, Greensboro, NC 27403

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

13. 

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

14. Stephen C. Coggin, President

(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

(Continued)

12. A. Directors

Director: Steve Markley
5630 Great Northern Blvd., B2
North Olmstead, Ohio 44070

B. Officers

Vice President: Steve Markley
5630 Great Northern Blvd., B2
North Olmstead, Ohio 44070

STATE OF NORTH CAROLINA



Department of The
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 JAN 26 PM 3:44

CERTIFICATE OF EXISTENCE

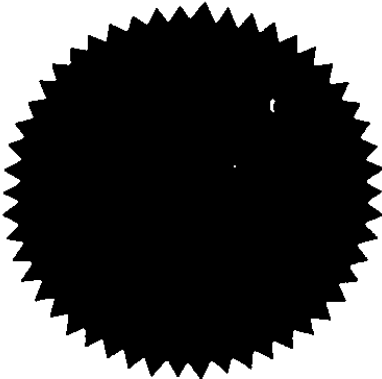
I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

GCAD FLORIDA, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 24th day of January, 1996, 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 25th day of January, 1996.*



Rufus L. Edmisten

Secretary of State