tomber Only

CT CORPORATION SYSTE	2000	1656
Requestor's Name		_
660 East Jofferson S	troot	
Tallahassaa, FL 323	01 222 1002	**************************************
City State Zip	01 222-1092 Phone	7970000017976E972 -04/02/9501104014 +****70.00 *****70.00
CORPORA	TION(S) NAME	****** (U, UU ****** (W, UU
		:p4/2
GB Franchise	Corporation	SECRETARY OF COS
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) Limited Partnership) Reinstatement	() Annual Report () Reservation	() Other () Change of R.A. () Fic. Name
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Verlier Acknowledgment W.P. Verifler

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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,	GB Franchise Corporation (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION abbreviations of like import in language as will clearly indicate that it is a corporation instead of a corporation in the name at present.)		
2.	California 3. 33-0315776		
_,	(State or country under the law of which it is incorporated) (FEI number,	if appl	cable)
4.	January 26, 1988 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or	"perpo	tual")
6.	Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))	10	(%)
7.	1100 Newport Center Drive, Suite 200, Newport Beach, California 92660	95 APR -2	SECRETAR SECRETAR VISION OF C
	(Current mailing address)	PH	39 40 70
		1:0	SIL
8.	See attached purpose clause (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	<u> </u>	<u> </u>
9.	Name and street address of Florida registered agent:		
	Name: C T Corporation System		
	Office Address: Island Road		
	Plantation , Florida, 33324 (Zip Code)		
Ha des 'urt	. Registered agent acceptance; ving been named as registered agent and to accept service of process for the above stated corpora signated in this application. I hereby accept the appointment as registered agent and agree to act in the agree to comply with the provisions of all statutes relative to the proper and complete performad I am familiar with and accept the obligation of my position as registered agent.	this c	apacity, I
	C T Corporation System		
	Registered agent's signature) (Officer)		
(FL	Jeffey telas Asst. Secretary (Type Name and Title of Officer)		

(FL - 2189 - 11/16/94)

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:

A.	DIRECTORS
	Chairman:
	Address:
	Vice Chairman:
	Address:
	Director: see attached list of directors
	Address:
	Director:
	Address:
B.	OFFICERS
	President: See attached list of officers
	Address:
	Vice President:
	Address:
	Secretary:
	Address:

, Troasurer: _	
Address:	
— NOTE: If necessary, you and/or directors.	may attach an addendum to the application listing additional officers
13. Sign Mura of Chargon	Helles F, Vice Chairman, or any officer listed in number 12 of the
application)	i, vice chairman, or any emocr issue in humber 12 or the
14. Nicholas J. Caddeo.	Vice President

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Appendix to Kentucky Application for Certificate of Authority

Directors of GB Franchise Corporation

- William M. Thoisen
 1100 Newport Center Drive, Suite 200
 Newport Beach, California 92660
- Bruce H. Haglund 1100 Newport Center Drive, Suite 200 Newport Beach, California 92660
- T. Anthony Gregory
 1100 Newport Center Drive, Suite 200
 Newport Beach, California 92660
- 4. M hael J. Scherr 11 Newport Center Drive, Suite 200 New, rt Beach, California 92660

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Appendix to Kentucky Application for Certificate of Authority

Officers of GB Franchise Corporation

- William M. Theisen, Chairman of the Board, President, C.E.O. 1100 Newport Center Drive, Suite 200 Newport Beach, California 92660
- 2. Bruce H. Haglund, Secretary 1100 Newport Center Drive, Suite 200 Newport Beach, California 92660
- 3. Madeleine E. Clyde, Chief Financial Officer 1100 Newport Center Drive, Suite 200 Newport Beach, California 92660
- Nicholas J. Caddeo, Executive Vice President & Chief Operating Officer 1100 Newport Center Drive, Suite 200 Newport Beach, California 92660

DIVISION OF CORPORATIONS

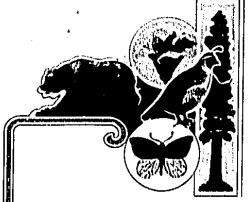
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Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of GB Franchise Corporation

Engaging in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and bars, and to own, hold, lease, rent, or sell such business or businesses and to apply for, sell, purchase, or acquire by assignment, transfer, or otherwise, and to exercise, carry out, and enjoy any license, franchise, right, or privilege relating to the same.

OIVISION OF CORPORATIONS



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

1, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 26th day of January , 19 88 ,

GB FRANCHISE CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



BILL JONES
Secretary of State

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 29th day of March, 1996

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