

F96000000/656



ACCOUNT NO. : 072100000032

REFERENCE : 610252 5145488

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

FILED
00 MAR -6 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 2, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 610252-010

200003158222--2

CUSTOMER NO: 5145488

CUSTOMER: Ms. Hillary Burkemper
Santa Barbara Restaurant
Suite 300
3916 State Street
Santa Barbara, CA 93105

CHANGE OF AGENT

NAME: GB FRANCHISE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

RECEIVED
00 MAR -6 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janine Lazzarini

C. COULLIETTE MAR 0 6 2000

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of California
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.

1. The name of the corporation is: GB Franchise Corporation

2. The mailing address of the corporation is: 360 S. Hope Avenue, Suite C300
Santa Barbara, CA 93105

3. Date of incorporation/qualification: 04/02/96 Document number: F96000001656

4. The name and address of the current registered agent and office:

C/O CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

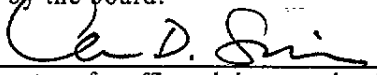
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

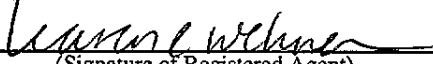
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

2/23/00
(Date)

Andrew Simons, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent. Corporation Service Company

By: 
(Signature of Registered Agent)

3-7-2000
(Date)

If signing on behalf of an entity:

Karen Wehner
(Typed or Printed Name)

Asst. Vice President
(Capacity)

***** FILING FEE: \$35.00 *****