

F9600005803



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 132374 4301978

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquit

ORDER DATE : NOVEMBER 04, 1996

ORDER TIME : 11:42 AM

ORDER NO. : 132374-005

CUSTOMER NO: 4301978

CUSTOMER: Marianne Murray, Esq
Rosner Bresler Goodman &
521 Fifth Avenue

New York, NY 10175

W96-23367

FOREIGN FILINGS

300001995273--5

NAME: DINING PLUS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL WILLIAMS

FILED
96 NOV -4 PM 2:02
DIVISION OF CORPORATIONS
SECRETARY OF STATE
11/6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1996

CSC NETWORKS
GAIL WILLIAMS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: DINING PLUS, INC.
Ref. Number: W96000023367

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

A brief description of the entity's nature of business must be included in the document.

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: 396A00050609

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DIVISION OF CORPORATIONS
96 NOV -4 PM 3:59

RECEIVED
96 NOV -6 PM 3:19
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

CORPORATE SERVICES COMPANY NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 3:59

The name DINING PLUS, INC. has been reserved for 120 days beginning October 25, 1996. The reservation number is R96000005111 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 196A00049420

**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. Dining Plus, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. July 01, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. P.O. Box 22787, Lake Buena Vista, FL 32830
(Current mailing address)
8. The corporation may engage in any and all lawful activities or business
(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 acceptable)**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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: Vicki Schreiber, Asst. V.P.
(Registered agent's signature)

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.

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DIVISION OF CORPORATIONS
96 NOV - 4 PM 5:06
NOT

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: GUIDO BELLANCA

Address: 7550 Hinson St., Apt. 5-A, Orlando, Fl. 32819

Vice Chairman:

Address:

Director: GUIDO BELLANCA

Address: 7550 Hinson St., Apt. 5-A, Orlando, Fl. 32819

Director: RUSSELL BELLANCA

Address: 7550 Hinson St., Apt. 13-D, Orlando, Fl. 32819

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

President: GUIDO BELLANCA

Address: 7550 Hinson St., Apt. 5-A, Orlando, Fl. 32819

Vice President: RUSSELL BELLANCA

Address: 7550 Hinson St., Apt. 13-D, Orlando, Fl. 32819

Secretary: Russell Bellanca

Address: 7550 Hinson St., Apt. 13-D, Orlando, Fl. 32819

Treasurer:

Address:

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.

RUSSELL BELLANCA - Vice President

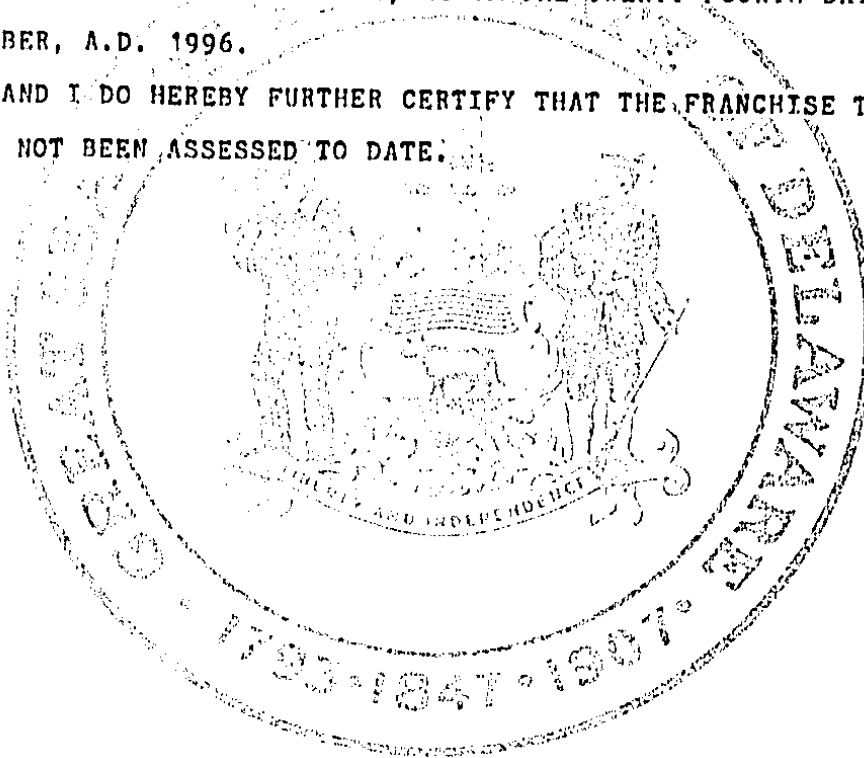
(Typed or printed name and capacity of person signing application)

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B6 NOV 14 PM 3:59

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DINING PLUS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2638051 8300

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AUTHENTICATION: 8162111

DATE: 10-24-96