

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Atlanta Candle Corporation

(Name of corporation - must include suffix)

300002332083--8

-10/29/97-01009-002

*****70.00 *****70.00

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:

Edward Bohrer

(Name of Person)

Atlanta Candle Corporation

(Firm/Company)

1550 S. Anaheim Blvd., Ste "D"

(Address)

Anaheim, CA 92805

(City/State/Zip)

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

Edward Bohrer

(Name of Person)

at 714-687-1030

(Area Code & Daytime Telephone Number)

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

97 NOV 17 AM 11:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 29, 1997

EDWARD BOHRER
ATLANTA CANDLE CORPORATION
1550 S. ANAHEIM BLVD., STE. "D"
ANAHEIM, CA 92805

SUBJECT: ATLANTA CANDLE CORPORATION
Ref. Number: W97000024623

We have received your document for ATLANTA CANDLE CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please find enclosed two documents you submitted with your application. The "search" is not needed. The certificate is like the one we need, but not an original dated within the last 90 days, as required. Please submit a new, original certificate.

Please also note that we received your Fictitious Name application and check, and we will hold them with this filing. As soon as this application is filed, we will file your Fictitious Application as well.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 497A00052529

**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. Atlanta Candle Corporation.

(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. 94-3239410

(FEI number, if applicable)

4. 12/31/96

(Date of Incorporation)

5. perpetual

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

6. 10/1/97

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

7. 6653 Powers Ave., Ste 5

Jacksonville, FL 32217

(Current mailing address)

8. Sales of restaurant supplies at retail

(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: C T Corporation System

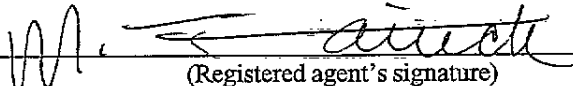
Office Address: 1200 South Pine Island Road

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.


(Registered agent's signature)

M. T. Fitzpatrick, 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: Charles P. Miller

Address: 4303 Fizer

Memphis, TN 38111

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Charles P. Miller

Address: 4303 Fizer

Memphis, TN 38111

Vice President: _____

Address: _____

Secretary: Charles P. Miller

Address: 4303 Fizer

Memphis, TN 38111

Treasurer: Charles P. Miller

Address: 4303 Fizer, Memphis, TN. 38111

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

13. Charles P. Miller
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles P. Miller - President
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 973080764
CONTROL NUMBER : 9703330
DATE INC/AUTH/FILED: 12/31/1996
JURISDICTION : GEORGIA
PRINT DATE : 11/04/1997
FORM NUMBER : 211

ATLANTA CANDLE CORPORATION
1550 SOUTH ANAHEIM BLVD
STE D
ANAHEIM CA 92805

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**ATLANTA CANDLE CORPORATION
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.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

