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ACCOUNT NO. : 072100000032

REFERENCE : 660235 10213A

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 78.75

ORDER DATE : January 7, 1998

ORDER TIME : 9:21 AM

ORDER NO. : 660235-005

700002393467--5

CUSTOMER NO: 10213A

CUSTOMER: Ricky L. Thacker, Esq
Michael Mcdermott, Esq
791 W. Lumsden Road

Brandon, FL 33511

FOREIGN FILINGS

NAME: SIMPLY THAI, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

DIVISION OF CORPORATION

98 JAN -8 AM 9:57

RECEIVED

12/8

98 JAN -8 AM 10:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Simply Thai, Inc.
(Name of corporation - must include suffix)

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:

Ricky L. Thacker, Esq.
(Name of Person)

Michael J. McDermott, P.A.
(Firm/Company)

791 W. Lumsden Road
(Address)

Brandon, FL 33511
(City/State/Zip)

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

Ricky L. Thacker
(Name of Person)

at (813) 644-3131
(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

**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. Simply Thai, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/97 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business has been transacted in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 10026 KENLAKE Drive
Riverview, FL 33569
(Current mailing address)

8. RESTAURANT OPERATION
(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: Ricky L. Thacker, Esq.

Office Address: 791 W. Lumsden Road

Brandon, Florida, 33511
(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.

Ricky L. Thacker
(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
98 JAN -8 AM 10:50

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: PORNTIP J. TUNOTTITUM

Address: 10026 KENLAKE DRIVE
RIVERVIEW, FL 33569

Vice Chairman: JUNE P. ROGERS

Address: 10026 KENLAKE DRIVE
RIVERVIEW, FL 33569

Director: CURTIS D. ROGERS

Address: 10026 KENLAKE DRIVE
RIVERVIEW, FL 33569

Director: _____

Address: _____

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

President: PORNTIP J. TUNOTTITUM

Address: 10026 KENLAKE DRIVE
RIVERVIEW, FL 33569

Vice President: JUNE P. ROGERS

Address: 10026 KENLAKE DRIVE
RIVERVIEW, FL 33569

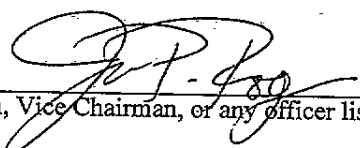
Secretary: CURTIS D. ROGERS

Address: 10026 KENLAKE DRIVE
RIVERVIEW, FL 33569

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)

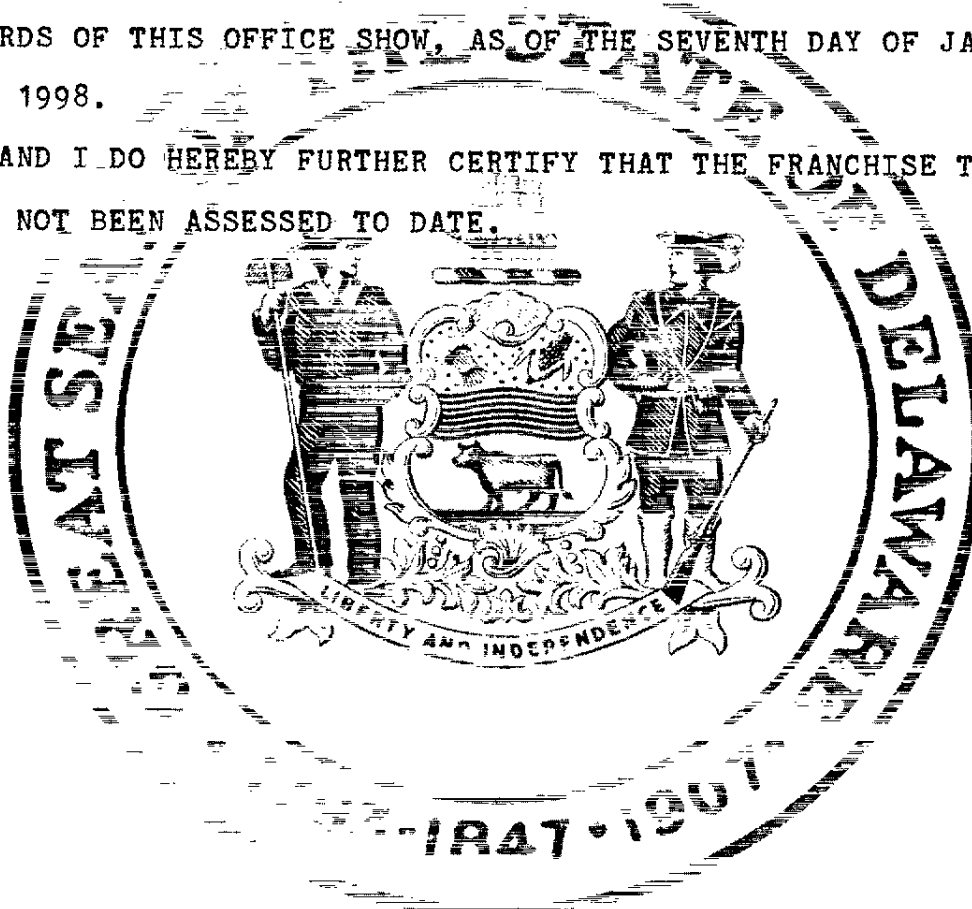
14. JUNE P. ROGERS - Vice President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMPLY THAI, 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 SEVENTH DAY OF JANUARY, A.D. 1998.

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



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JAN -8 AM 10:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8852904

DATE: 01-07-98