

F98000000495

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

500002336335--6
-11/03/97--01101--002
*****78.75 *****78.75

W97-24995

SUBJECT:

CAROLYN'S Restaurant & TAKE OUT INC
(Name of corporation)

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 named foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to:

CAROLYN EDWARDS
(Name of Person)

CAROLYN'S Restaurant & TAKE OUT INC
(Firm/Company)

1612 NW 7th St
(Address)

Tallahassee FL 32311
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 AM 10:26

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

CAROLYN EDWARDS
(Name of Person)

at (954) 462-6190 or 954 928106
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

CAROLYN EDWARDS
CAROLYN'S RESTAURANT & TAKE OUT, INC.
1612 NW 7TH ST
FT LAUDERDALE, FL 33311

SUBJECT: CAROLYN'S RESTAURANT & TAKE OUT, INC.
Ref. Number: W97000024995

We have received your document for CAROLYN'S RESTAURANT & TAKE OUT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you have submitted is for filing a corporation that is already incorporated in a state outside of Florida; it is not clear whether that is what you are trying to file. If you are incorporated in another state, please make the corrections requested in the following paragraphs. If instead you wish to file a Florida corporation, please contact the New Filing Section at (850) 487-6052. They will be able to use the money you have already sent.

*IT WAS
inc in
Delaware
10-3-97*

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The registered agent must sign accepting the designation.

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 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: 197A00053288



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1997

CAROLYN EDWARDS
CAROLYN'S RESTAURANT & TAKE OUT, INC.
1612 NW 7TH ST
FT LAUDERDALE, FL 33311

SUBJECT: CAROLYN'S RESTAURANT & TAKE OUT, INC.
Ref. Number: W97000024995

We have received your document for CAROLYN'S RESTAURANT & TAKE OUT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please refer to the attached highlighted copy of our previous letter. You must still sign line 10, and you must still submit a certificate of existence as described in the letter.

Please correct line 2 to show that you are incorporated in Delaware only. Please also correct line 4 to show the actual date of incorporation in Delaware.

Line 5, the duration, means how long the corporation will exist. If you have not determined a date the corporation will cease to exist, please write "perpetual." If you have determined a date the corporation will cease, please write that date on line 5.

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: 697A00054209



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1997

CAROLYN EDWARDS
CAROLYN'S RESTAURANT & TAKE OUT, INC.
1612 NW 7TH ST
FT LAUDERDALE, FL 33311

SUBJECT: CAROLYN'S RESTAURANT & TAKE OUT, INC.
Ref. Number: W97000024995

We have received your document for CAROLYN'S RESTAURANT & TAKE OUT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As noted in our previous letter, a copy of which is attached, line 5 is asking how long the corporation will exist. Your second answer, "11/16/97," would mean that the corporation has ceased to exist before it has been filed. If you have not determined a date that the corporation will cease to exist, please correct line 5 to read "Perpetual." If you have determined a date the corporation will cease to exist, please put that date in line 5.

We are again returning the bylaws you submitted, because they are not needed. We are also returning the copy of your certificate of incorporation which you submitted, as it is not the same as the certificate of existence we require. The certificate of existence is issued by the same office in Delaware, but it is not a copy of a previous filing. It is a different sort of document. Please contact the Delaware Secretary of State to obtain the required certificate of existence; we cannot file your application without that specific certificate.

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: 697A00055645

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Carolyn's Restaurant + Take out 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. 65-0783306
(FEL number, if applicable)
4. 10-3-97
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11-97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1612 NW 7th St
Ft Lauderdale FLA
(Current mailing address)
8. Restaurant - Fast Food Take out - Engaging in any business in state of FLA
(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:
Name: Carolyn Edwards - President - CEO
Office Address: Same as Above
_____, Florida, _____ (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.

Carolyn Edwards
(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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SECRETARY OF STATE
DIVISION OF CORPORATION
MAY 28 AM 10:26

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: CAROLYN EDWARDS

Address: 11612 NW 7th St
FLAND FLA

Vice Chairman: SAME

Address: _____

Director: SAME

Address: _____

Director: SAME

Address: _____

B. OFFICERS

President: CAROLYN EDWARDS

Address: 11612 NW 7th St
FLAND FLA

Vice President: SAME

Address: _____

Secretary: SAME

Address: _____

Treasurer: SAME

Address: _____

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

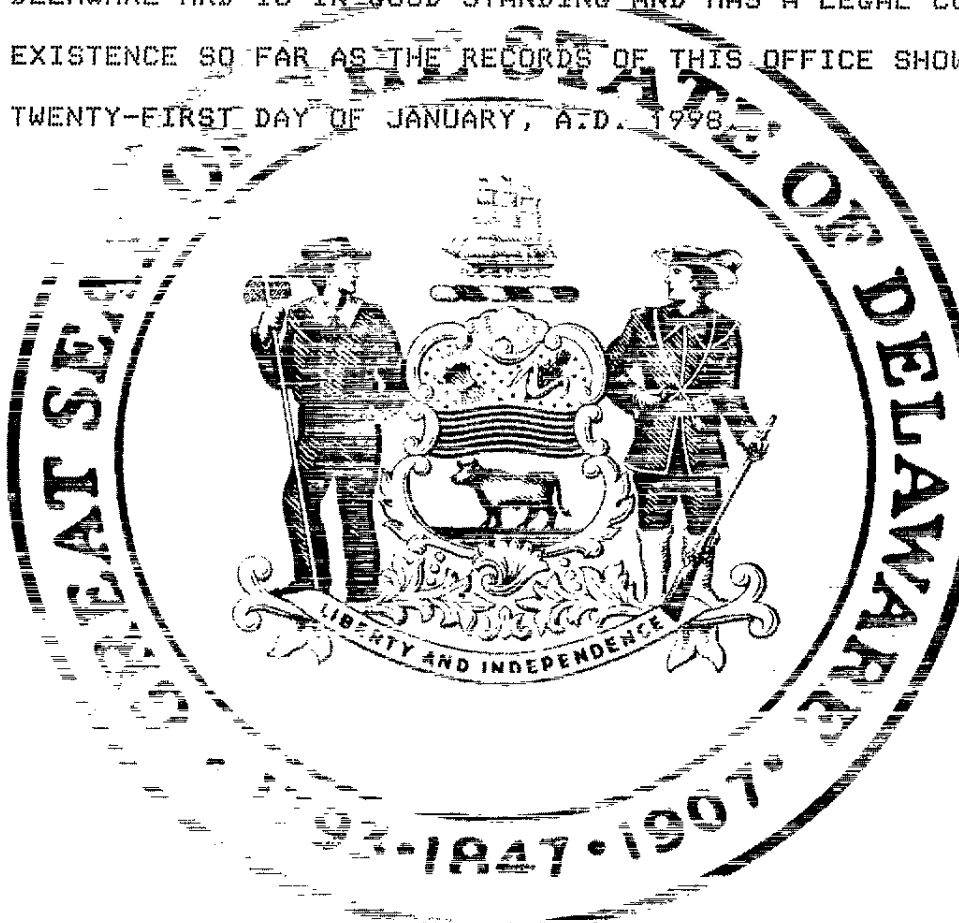
13. ^{Evans} Carolyn Edwards
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CAROLYN EDWARDS - CEO -
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
98 JAN 28 AM 10:26

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAROLYN'S RESTAURANT AND TAKE OUT 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-FIRST DAY OF JANUARY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 AM 10:26



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8877086

01-21-98