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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CHICKEN MAGIC, 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:

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-06/16/98--01014--002
*****70.00 *****70.00

DON CARPENTER
(Name of Person)

CHICKEN MAGIC, INC.
(Firm/Company)

2811 18TH AVENUE
(Address)

HALEYVILLE, AL 35565
(City/State/Zip)

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

Don Carpenter at (205) 486-4551
(Name of Person) (Area Code & Daytime Telephone Number)

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6/16

COURIER ADDRESS:

Qualification/Tax Lien Section
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. CHICKEN MAGIC, 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. ALABAMA 3. 63-1187929
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/12/97 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipate 9/1/98 opening
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2811 18th Avenue
Haleyville, Al 35565
(Current mailing address)
8. Operation of dine-in and drive-thru quick service restaurants
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Jim Herzog
- Office Address: 1818 W. Tennessee St.
Tallahassee, Florida, 32304
(Zip code)

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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.

Jim Herzog
(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.

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: Chris Guthrie

Address: 6608 FM 1886

Azle, TX 76020

Vice Chairman: _____

Address: _____

Director: Tara Guthrie

Address: 6608 FM 1886

Azle, TX 76020

Director: _____

Address: _____

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

President: Chris Guthrie

Address: 6608 FM 1886

Azle, TX 76020

Vice President: Tara Guthrie

Address: 6608 FM 1886

Azle, TX 76020

Secretary: Don Carpenter

Address: 52 Palmera Dr

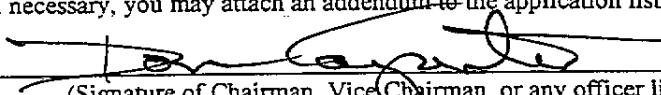
Double Springs, Al 35553

Treasurer: Don Carpenter

Address: 52 Palmera Dr.

Double Springs, Al 35553

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)

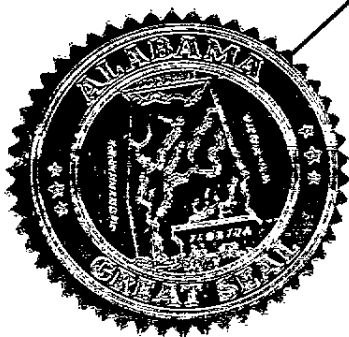
14. Don Carpenter, Sec-Treas.
(Typed or printed name and capacity of person signing application)

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that CHICKEN MAGIC, INC. incorporated in Winston County, Haleyville, Alabama on November 12, 1997. I further certify that the records do not disclose that said CHICKEN MAGIC, INC. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 4, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State