

F98000004363

KILPATRICK STOCKTON LLP

Attorneys at Law
Suite 2800
1100 Peachtree Street
Atlanta, Georgia 30309-4530
Telephone: 404.815.6500
Facsimile: 404.815.6555

E-mail: kdaube@kilstock.com
Direct Dial: 404.815.6272

July 29, 1998

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002602872--8
-07/30/98--01067--002
*****70.00 *****70.00

Re: MotManCo, Inc.

Gentlemen:

Enclosed for filing in your office are the following:

- (1) Original and two copies of State of Florida Application by Foreign Corporation for Authorization to Transact Business in Florida for MotManCo, Inc.;
- (2) Original and two copies Designation of Registered Agent and Registered Office for Alien Business Organization;
- (3) State of Georgia Certificate of Existence for MotManCo, Inc.; and
- (4) This firm's check in the amount of \$70 for filing fees for the above documents.

Please have the extra copy of these documents stamped with your filing information and returned to me in the enclosed Federal Express envelope.

If you need additional information, please call me.

Very truly yours,

Katherine H. Daube

Katherine H. Daube
Legal Assistant

Enclosures

cc: Mr. Michael B. Rubenstein

FILED
98 JUL 30 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/7/30/98

**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:*

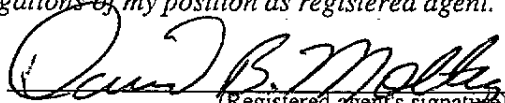
1. MOTMANCO, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. GEORGIA
(State or country under the law of which it is incorporated)
3. 58-1800849
(FEI number, if applicable)
4. JULY 29, 1988
(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 817.155, F.S.))
7. P. O. BOX 3797
VALDOSTA, GEORGIA 31602
(Current mailing address)
8. OPERATION OF RESTAURANT
(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: DAVID B. MOTLEY

Office Address: ROUTE 1, BOX 3124
WHITE SPRINGS, , Florida , 32096
(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)
DAVID B. MOTLEY

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.

FILED
98 JUL 30 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

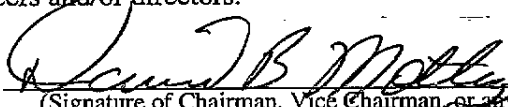
Secretary: _____

Address: _____

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. DAVID B. MOTLEY, PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
98 JUL 30 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR MOTMANCO, INC.**

OFFICERS AND DIRECTORS

David B. Motley, President, Treasurer and Director
Route 1, Box 3124
White Springs, Florida 32096

Jane P. Motley, Vice President, Secretary and Director
319 Rosedale Place
Valdosta, Georgia 31604

FILED
98 JUL 30 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981970438
CONTROL NUMBER : 8814744
DATE INC/AUTH/FILED: 07/29/1988
JURISDICTION : GEORGIA
PRINT DATE : 07/16/1998
FORM NUMBER : 211

FILED

98 JUL 30 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KATHERINE H. DAUBE
KILPATRICK STOCKTON LLP
1100 PEACHTREE ST., STE. 2800
ATLANTA GA 30309

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

MOTMANCO, INC.

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

