

# F98000005930

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: G.I. BAKERY II, 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:

Shannan Sussman Collier

(Name of Person)

Hurt, Sinisi, Levine & Papadakis

(Firm/Company)

1050 Crown Pointe Parkway, Suite 310

(Address)

Atlanta, Georgia 30338

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200002671212--3  
-10/23/98--01060--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Shannan Sussman Collier

(Name of Person)

at ( 770 ) 913-9999

(Area Code & Daytime Telephone Number)

### STREET 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

10/23/98

**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. G.I. BAKERY II, 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. 59-3526343

(FEI number, if applicable)

4. August 10, 1998

(Date of incorporation)

5. Perpetual

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

6. August 11, 1998

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

7. 115 Davis Circle, Suite B, Marietta, Georgia 30008

(Current mailing address)

8. To own, manage and invest in retail restaurant establishments

(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: Glen Fowler

Office Address: 8632 Baymeadows Road

Jacksonville

, Florida, 32256

(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.*

Glen Fowler  
(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: Basil Couvaras

Address: 115 Davis Circle, Suite B

Marietta, Georgia 30008

Vice Chairman:

Address:

Director: Jerry Couvaras

Address: 115 Davis Circle, Suite B

Atlanta, Georgia 30008

Director:

Address:

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

President: Basil Couvaras

Address: 115 Davis Circle, Suite B

Marietta, Georgia 30008

Vice President:

Address:

Secretary:

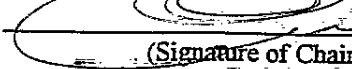
Address:

Treasurer:

Address:

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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. Basil Couvaras, President  
(Typed or printed name and capacity of person signing application)

# Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982290544  
CONTROL NUMBER : 9829745  
DATE INC/AUTH/FILED : 08/10/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 08/17/1998  
FORM NUMBER : 211

HURT, SINISI & PAPADAKIS  
SHANNON COLLIER  
1050 CROWN POINTE PKWY. STE. 310  
ATLANTA GA 30338

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## CERTIFICATE OF EXISTENCE

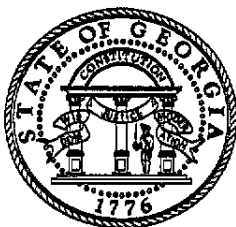
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

### G.I. BAKERY II, 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