



THE UNITED STATES
CORPORATION
COMPANY

F990000000324

ACCOUNT NO. : 072100000032

REFERENCE : 100855 11381A

AUTHORIZATION : Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : January 15, 1999

ORDER TIME : 10:28 AM

ORDER NO. : 100855-005

100002744071--7

CUSTOMER NO: 11381A

CUSTOMER: Lawrence W. Smith, Esq
Gary Dytrych & Ryan
Suite 402
701 U.s. Highway 1
North Palm Beach, FL 33408

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN FILINGS

NAME: FRANK DECESARE ENTERPRISES,
INC.

W99-1198

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AL JAN 19 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

January 15, 1999

*Please date 1-15-99.
Thanks.*

CSC

SUBJECT: FRANK DECESARE ENTERPRISES, INC.
Ref. Number: W99000001198

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A0000221

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**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. FRANK DECESARE ENTERPRISES, 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. Applied For
(FEI number, if applicable)
4. June 18, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 19, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o DeCesare's Restaurant 639 U.S. Highway One
North Palm Beach, Florida 33408
(Current mailing address)
8. Any legal purpose
(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: Frank J. DeCesare
Office Address: 639 U.S. Highway One
North Palm Beach, Florida, 33408
(Zip code)

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TALLAHASSEE, FLORIDA

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.

Frank J. DeCesare
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Frank J. DeCesare

Address: 639 U.S. Highway One

North Palm Beach, Florida 33408

Director: Dawn DeCesare

Address: 639 U.S. Highway One

North Palm Beach, Florida 33408

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

President: Frank J. DeCesare

Address: 639 U.S. Highway One

North Palm Beach, Florida 33408

Vice President: _____

Address: _____

Secretary: Dawn DeCesare

Address: 639 U.S. Highway One

North Palm Beach, Florida 33408

Treasurer: Dawn DeCesare

Address: 639 U.S. Highway One

North Palm Beach, Florida 33408

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

13. *Frank J. DeCesare*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank J. DeCesare, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

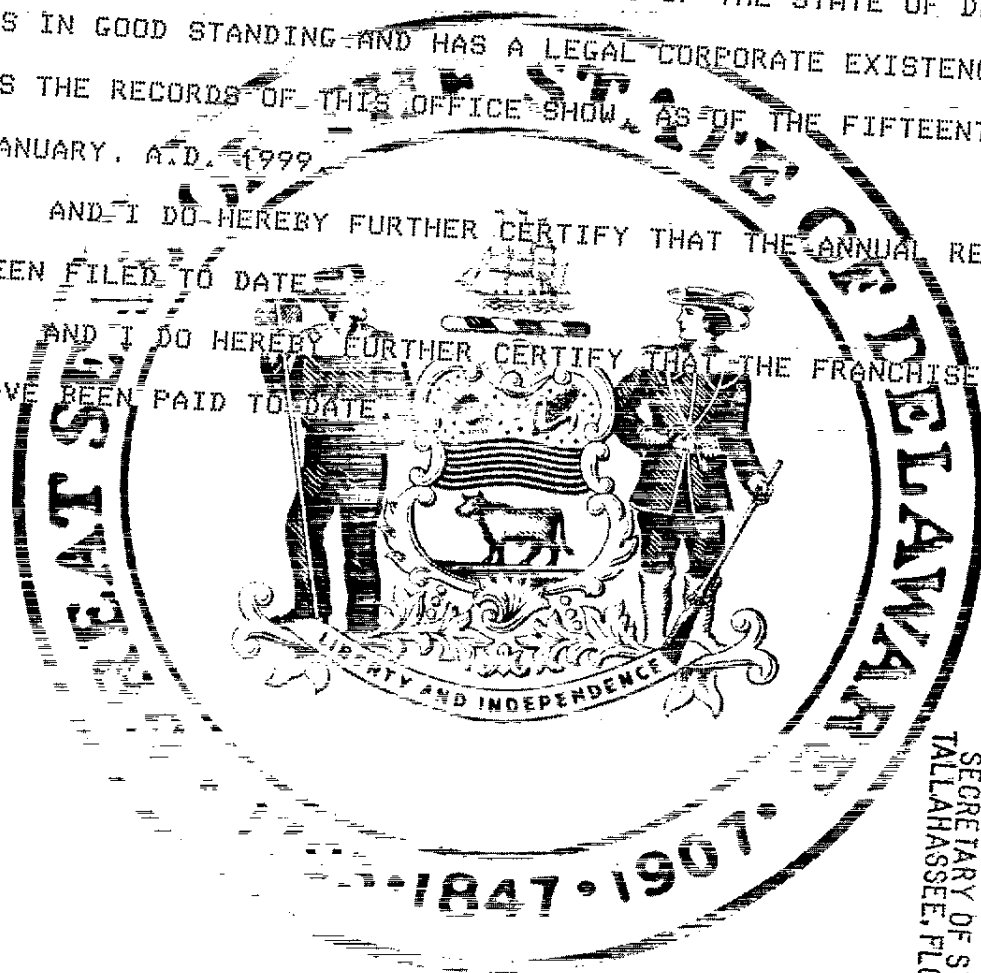
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANK DECESARE ENTERPRISES, 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 FIFTEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2763475 8300

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AUTHENTICATION:

9523422

DATE:

01-15-99