

F99000000530

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FOOD CART SYSTEMS, 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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-01/27/99--01054--001
*****87.50 *****87.50

PAUL F. GIBSON
(Name of Person)

FOOD CART SYSTEMS, INC
(Firm/Company)

P.O. BOX 419
(Address)

CLEARWATER, FL 33757
(City/State/Zip)

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

GAIL O'DELL
(Name of Person)

at (727) 449-8700
(Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JAN 27 PM 3:25

FILED

1/27

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**Food Cart Systems, Inc.
P. O. Box 419
Clearwater, FL 33757
(727) 449-8700**

January 19, 1999

Mr. Lee Rivers
Divisions of Corporations
Qualification/Tax Lien Section
P. O. Box 6327
Tallahassee, FL 32314

Sent Via Federal Express

Re: Application By Foreign Corporation For Authorization To Transact Business in Florida

Dear Mr. Rivers:

We have enclosed the referenced application along with our check for \$87.50 for the "Filing Fee, Certificate of Status & Certified Copy." We incorporated in Delaware in August 1997 while in Texas and did not commence operations in Florida until after completion of our franchise and registration process over a year later. We accepted a small deposit on November 20, 1998 pursuant to the approval granted by the Florida Department of Agriculture & Consumer Services. We previously filed for exemption from Section 559.802, Florida Statutes, the Sale of Business Opportunities Act and they advised us we were exempt from the Act.

We asked the Florida Department of Agriculture & Consumer Services and were advised that no other filings were required by the state of Florida. We have subsequently learned that we should have filed the referenced application prior to executing our premises lease on January 2, 1999, which did not become effective until January 15, 1999.

Please accept this letter as a good faith explanation for our not filing the application earlier, if it was required. We take compliance with the law very seriously and ask that you advise if any further filings beyond this filing are necessary.

If you have any questions, please feel free to contact us at the number above.

Very truly yours,



Paul F. Gibson
President & CEO

cc: Gail G. O'Dell, Vice President, Operations, Food Cart Systems, Inc.

**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. FOOD CART SYSTEMS, 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 3. 75-2723399
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 28, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NOVEMBER 20, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. FOOD CART SYSTEMS, INC.
PO BOX 419
CLEARWATER, FL 33757
(Current mailing address)
8. FRANCHISOR
(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: PAUL F. GIBSON c/o FOOD CART SYSTEMS, INC.

Office Address: 533 CLEVELAND ST.

CLEARWATER, Florida, 33755
(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.

Paul F. Gibson
(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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TALAHASSEE
SECRETARY OF STATE
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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

President: PAUL F. GIBSON

Address: 1180 GULF BLVD SUITE 1806
CLEARWATER, FL 33767

Vice President: GAIL G. O'DELL

Address: 1616 SAND KEY ESTATES CT.
CLEARWATER, FL 33767

Secretary: GAIL G. O'DELL

Address: 1616 SAND KEY ESTATES CT
CLEARWATER, FL 33767

Treasurer: GAIL G. O'DELL

Address: 1616 SAND KEY ESTATES CT
CLEARWATER, FL 33767

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

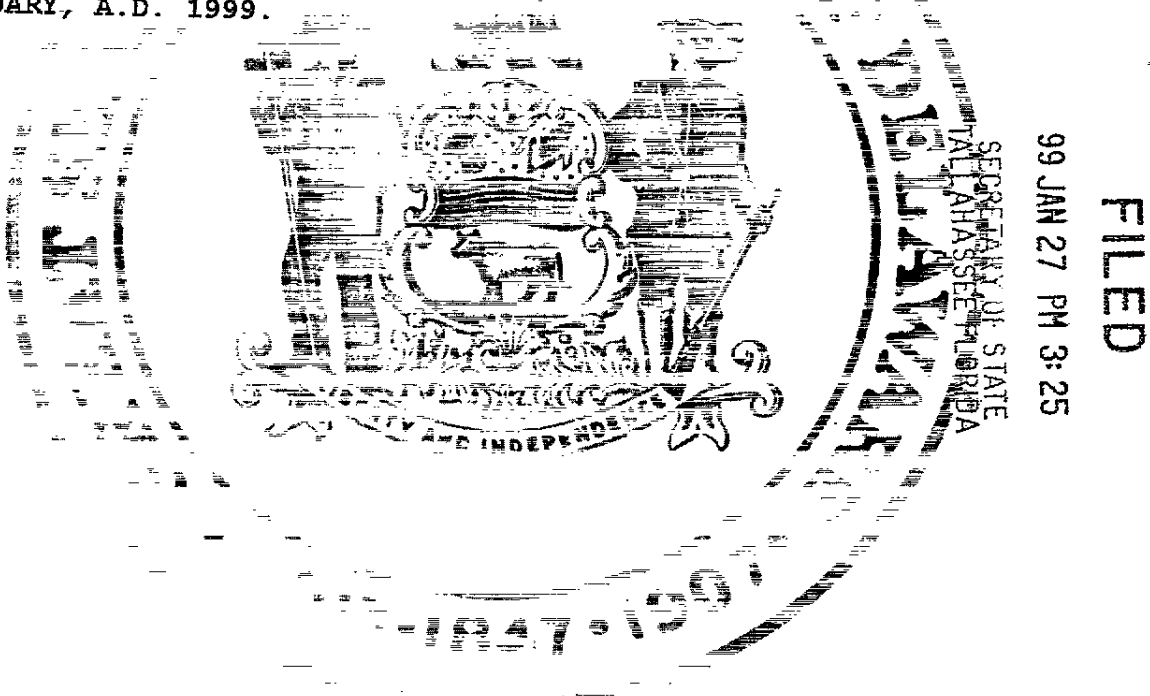
13. Paul F. Gibson, President & CEO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PAUL F. GIBSON, PRESIDENT & CEO
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOOD CART SYSTEMS, 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 NINETEENTH DAY OF JANUARY, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9528156

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01-19-99