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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MJC Enterprises, Inc. of Fernandina
(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:

D. Gene Rickenbaker, Attorney

(Name of Person)

(Firm/Company)

P.O. Box 1796

(Address)

Sumter, SC 29151-1796

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

D. Gene Rickenbaker

(Name of Person)

at (803) 773-8141

(Area Code & Daytime Telephone Number)

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

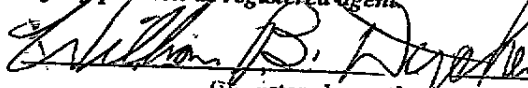
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. MJC Enterprises, Inc. of Fernandina
(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. South Carolina 3. 59-3551171
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 22, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipate commencing business on May 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 964 Miller Road
Sumter, SC 29150
(Current mailing address)
8. Restaurant operation, management and related activities
(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: William Dyches
- Office Address: 200 River Road Circle
Rockledge, FL 32955, Florida, 32955
(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)
William Dyches

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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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: Glenn Y. Woodrum

Address: 964 Miller Road

Sumter, SC 29150

Vice Chairman:

Address:

Director: Glenn Y. Woodrum

Address: 964 Miller Road

Sumter, SC 29150

Director: Thomas D. Woodrum

Address: 964 Miller Road

Sumter, SC 29150

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

President: Glenn Y. Woodrum

Address: 964 Miller Road

Sumter, SC 29150

Vice President: Jeffery D. Summerour

Address: 964 Miller Road

Sumter, SC 29150

Secretary & Vice Pres.: Thomas D. Woodrum

Address: 964 Miller Road

Sumter, SC 29150

Treasurer: Thomas D. Woodrum

Address: 964 Miller Road

Sumter, SC 29150

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

13. (X) Thomas D. Woodrum
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas D. Woodrum, Vice Pres./Sec.

(Typed or printed name and capacity of person signing application)

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The State of South Carolina



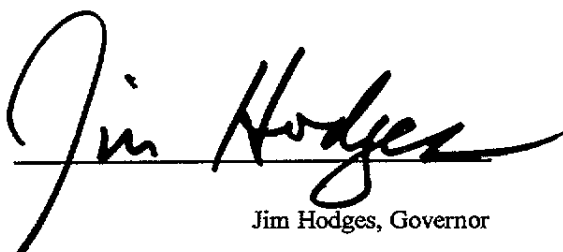
Office of Secretary of State Jim Miles **Certificate of Existence**

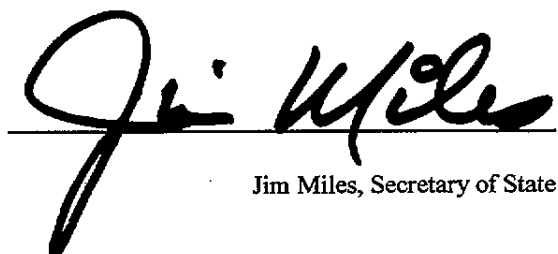
I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

MJC ENTERPRISES, INC. OF FERNANDINA,
a corporation duly organized under the laws of the State of South Carolina on **January 1st, 1999**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 31st day of
March, 1999.

FILED
SECRETARY OF STATE
JIM MILES
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Jim Hodges, Governor


Jim Miles, Secretary of State