



F99000002388

ACCOUNT NO. : 072100000032

REFERENCE : 229102 4375903

AUTHORIZATION :

Patricia Pyjot

COST LIMIT : \$ 78.75

ORDER DATE : May 5, 1999

ORDER TIME : 4:52 PM

ORDER NO. : 229102-005

100002870571--2

CUSTOMER NO: 4375903

CUSTOMER: Ms. Joan M. Solverson
Warlick, Tritt & Stebbins
First Union Bank Bldg, 15th Fl
699 Broad Street
Augusta, GA 30901-1454

5/11/99

RECEIVED

99 MAY 11 AM 8:38

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CAROLINA COASTAL FOODS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 11 AM 9:29

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING


CONTACT PERSON: Janna Wilson

MK
5/11/99

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.

FILED STATE
SECRETARY OF CORPORATIONS
99 MAY 11 AM 9:29

1. CAROLINA COASTAL FOODS, 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. SOUTH CAROLINA 3. 58-2389661
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/9/1998 5. Perpetual
(Date of incorporation) (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. 4107 Columbia Road, Suite TB
Martinez, Georgia 30907
(Current mailing address)
8. any lawful business
(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: Debra Woge
Office Address: CAROLINA COASTAL FOODS, INC.
 A Franchisee of Taco Bell Corp.
Rt 3 Box 6255, Florida,
BELL Hilliard, FL 32046 (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.

Debra Woge
(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: WAYNE B. BROWN

Address: 4107 COLUMBIA ROAD, SUITE TB
MARTINEZ, GEORGIA 30907

Director: DEBRA WOLFE

Address: 4107 COLUMBIA ROAD, SUITE TB
MARTINEZ, GEORGIA 30907

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

President: _____

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.

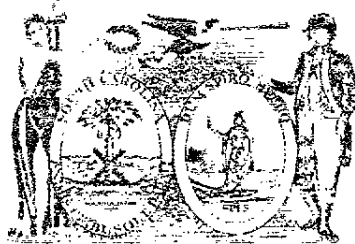
13. Wayne B. Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WAYNE B. BROWN
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
99 MAY 11 AM 9:29

The State of South Carolina

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

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

CAROLINA COASTAL FOODS, INC.,

a corporation duly organized under the laws of the State of South Carolina on **March 9th, 1998**, 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 7th day of
May, 1999.

Jim Miles, Secretary of State