

F 99000005041
COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

GARY A. CHERNAY*
FRED C. COHEN, PA.**
GREGORY R. COHEN
BERNARD A. CONKO*
DARYL M. KENNEDY
DAVID B. NORRIS, PA.
PETER R. RAY
ERIC M. SAUERBERG*
KYLE A. SILVERMAN*
KENNETH J. SCHERER, PA.
JAMES S. TELEPMAN***
ROBERT M. WEINBERGER, PA.
BRENT G. WOLMER, PA.

7120 U.S. HIGHWAY ONE, SUITE 100
P.O. BOX 13146
NORTH PALM BEACH, FLORIDA 33408-7146

TELEPHONE: (561) 844-3600

FACSIMILE: (561) 842-4104

OF COUNSEL:
RICHARD S. RACHLIN, PA.
RICHARD S. RACHLIN
LAURIE E. ARNOFF
* Board Certified
Civil Trial Attorney

* Of Counsel
** Board Certified Real Estate
*** Board Certified Business Litigation

September 23, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/27/99--01129--009
****157.50 *****78.75

Re: Applications by Foreign Corporation for
Authorization to Transact Business in Florida
JEFFREY ENTERTAINMENT, INC. and
JEFFREY RESTAURANT GROUP, INC.
Our File No. 95118.0009

Dear Sir/Madam:

F99-5041

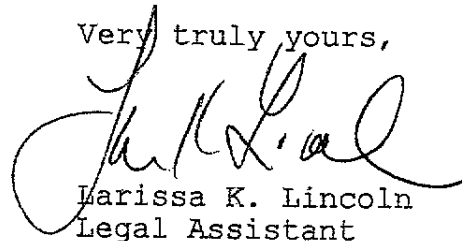
Enclosed please find the original and one (1) copy of each of the above referenced applications together with attached Certificates of Good Standing.

Upon filing them, please return the certified copies of both applications to the undersigned.

A check in the amount of \$157.50 is enclosed in payment of the cost of filing both and certified copies of both.

Your assistance in this matter is greatly appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

99 SEP 27 AM 10:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/9/30
FILED

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enclosures

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. JEFFREY ENTERTAINMENT 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. 65-0931148
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 29, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 11501 Ellison Wilson Rd.
North Palm Beach, FL 33408
(Current mailing address)

8. Restaurant Management
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: David B. Norris
Office Address: 712 U.S. Highway One, Ste 400
North Palm Beach, , Florida , 33408
(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)

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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TALLAHASSEE
STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Timothy J. Jeffrey

Address: 1 Old Fence Rd.

Palm Beach Gardens, FL 33418

Director: Pete L. Dolezal

Address: 502 Pelican Lane

Jupiter, FL 33458

B. OFFICERS

President: Timothy J. Jeffrey

Address: 1 Old Fence Rd.

Palm Beach Gardens, FL 33418

Vice President: Pete L. Dolezal

Operations

Address: 502 Pelican Lane

Jupiter, FL 33458

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13.

Timothy J. Jeffrey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

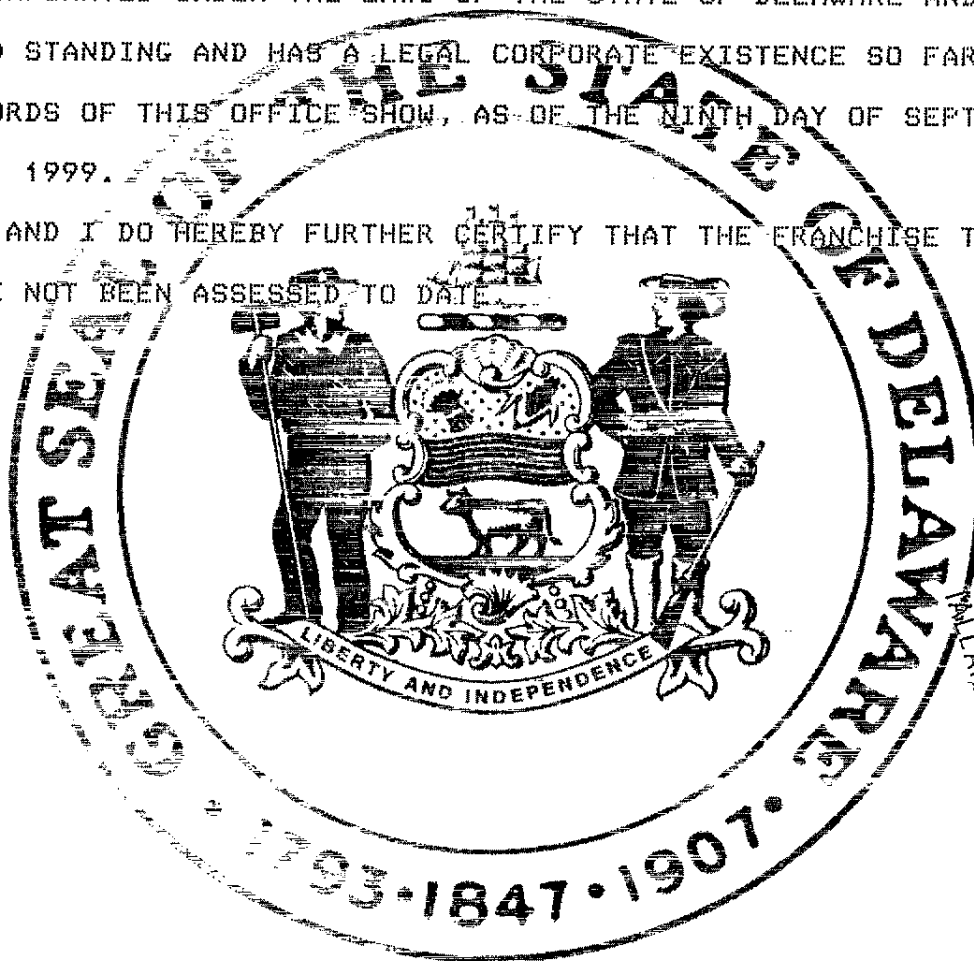
Timothy J. Jeffrey

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JEFFREY ENTERTAINMENT 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 NINTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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99 SEP 27 AM 10:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9961981

DATE:

09-09-99