

FROM HOLLAND & KNIGHT TAMPA

(FRI)12.17'99 9:28/ST. 9:28/NO. 4261068581 P 1

F99000006516

Florida Department of State

Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : HOLLAND & KNIGHT  
Account Number : 072100000016  
Phone : (813) 227-8500  
Fax Number : (813) 229-0134

Attention:

Tammy

certificate to  
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FOREIGN PROFIT QUALIFICATION

GOOEY LOOEY'S - OCALA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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### TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: GOOEY LOOEY'S - OCALA, 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:

WILLIAM E. SWART, ESQ.

(Name of Person)

BELL. NUNNALLY & MARTIN PLLC

(Firm/Company)

3232 MCKINNEY AVENUE, SUITE 1400

(Address)

DALLAS, TEXAS 75204

(City/State/Zip)

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

WILLIAM E. SWART, ESQ.

(Name of Person)

at ( 214 ) 740-1400

(Area Code & Daytime Telephone Number)

#### 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:

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy
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Grace Yang, Esq.  
Holland & Knight LLP  
FL Bar # 120804

FROM HOLLAND & KNIGHT TAMPA

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FROM HOLLAND & KNIGHT TAMPA

(WED) 12.15'99 11:23/ST. 11:19/NO. 4260953057 P 2

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**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. COOKE LOOBY'S - OCALA, 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. TEXAS

(State or country under the law of which it is incorporated)

3.

75-2846201

(FEI number, if applicable)

4. 11/16/99

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 11/19/99

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16970 DALLAS PARKWAY SUITE 701 DALLAS, TEXAS 75248

(Current mailing address)

8. THE TRANSACTION OF 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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE

Florida, 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation as 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.

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper  
as its agent

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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Grace Yang, Esq. FL Bar #120804  
Holland & Knight LLP

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: THOMAS A. SACCO

Address: 16970 DALLAS PARKWAY, SUITE 701, DALLAS, TEXAS 75248

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: JERRY WATTS

Address: 16970 DALLAS PARKWAY, SUITE 701, DALLAS, TEXAS 75248

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: THOMAS A. SACCO

Address: 16970 DALLAS PARKWAY, SUITE 701, DALLAS, TEXAS 75248

Vice President: JERRY WATTS

Address: 16970 DALLAS PARKWAY, SUITE 701, DALLAS, TEXAS 75248

Secretary: JERRY WATTS

Address: 16970 DALLAS PARKWAY, SUITE 701, DALLAS, TEXAS 75248

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Thomas A. Sacco PRESIDENT  
(Signature of Chairman, Vice Chairman or any officer listed in number 12 of the application)

14. THOMAS A. SACCO PRESIDENT  
(Typed or printed name and capacity of person signing application)

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Grace Yang, Esq. FL Bar #120804  
Holland & Knight LLP

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FILED



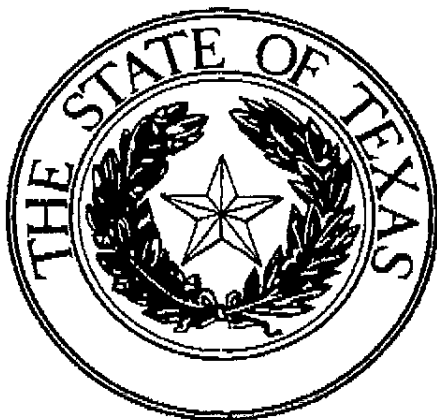
# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

**GOOEY LOOEY'S - OCALA, INC.**  
File No. 1557574

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on December 16, 1999.*

Elton Bomer  
Secretary of State

BAM