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LAW OFFICES OF
ANTHONY, BERRY, DiRITO & GOODE
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

MALCOLM ANTHONY
MICHAEL L. BERRY, JR.
VINCENT J. DiRITO
BRYAN C. GOODE III

January 2, 2001

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

100003535881--0
-01/12/01--01070--004
****125.00 ****125.00

Re: Application of Profitable Dining of Jacksonville, LLC to Transact
Business in Florida

Dear Sirs:

Enclosed is the Application for Profitable Dining of Jacksonville, LLC to transact business in Florida along with its original certificate of existence, which we request that you file with the division of corporations. Also enclosed is our law firm check in the amount of \$125.00 payable to the Florida Department of State to cover the applicable filing fee.

Please send your letter of acknowledgment to:

Profitable Dining of Jacksonville, LLC
c/o Bryan C. Goode III, Esq.
Anthony, Berry, DiRito & Goode
Four Sawgrass Village, Suite 230
Ponte Vedra Beach, FL 32082

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY, DiRITO & GOODE



Bryan C. Goode III

FILED
01 JAN 12 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Profitable Dining of Jacksonville, LLC
(Name of foreign limited liability company)
2. Delaware ⁵⁸
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for 58-2556847
(FEI number, if applicable)
4. March 31, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. PO Box 915215, Longwood, FL 32791

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

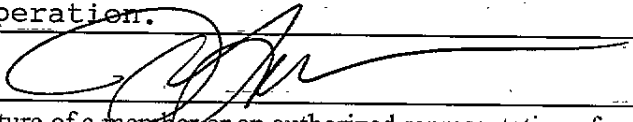
Jay T. Lanners - Sole Manager

1122 Monticello St., Suite 8, Covington, GA 30014

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Restaurant
ownership and operation.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jay Lanners

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Profitable Dining of Jacksonville, LLC

2. The name and the Florida street address of the registered agent and office are:

Bryan C. Goode III, P.A.

(Name)

Four Sawgrass Village, Suite 230

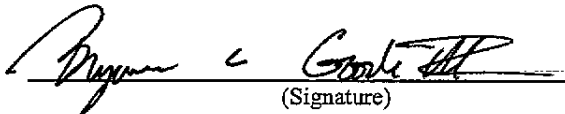
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ponte Vedra Beach FL 32082

City/State/Zip

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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 "PROFITABLE DINING OF JACKSONVILLE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2000.

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

FILED
01 JAN 12 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

3204952 8300

AUTHENTICATION: 0864508

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DATE: 12-19-00