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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

FEB 10 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gulf Coast Franchise Group, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Bridgforth R. Rutledge, Esq.

(Name of Person)

Phelps Dunbar, LLP

(Firm/Company)

P. O. Box 23066

(Address)

Jackson, MS 39225-3066

(City/State and Zip Code)

For further information concerning this matter, please call:

Bridgforth R. Rutledge, Esq.

(Name of Person)

at (601) 352-2300

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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PHELPS DUNBAR LLP
COUNSELORS AT LAW

New Orleans, LA

Baton Rouge, LA

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Jackson, MS

Tupelo, MS

Gulfport, MS

Tampa, FL

www.phelpsdunbar.com

February 3, 2009

24869-6

VIA UPS

~~Alabama~~ ^{Florida} Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Gulf Coast Franchise Group, LLC

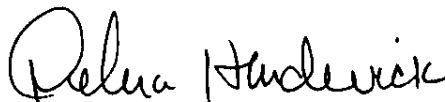
Dear Sirs:

For purposes of qualifying Gulf Coast Franchise Group, LLC, a Mississippi limited liability company, to do business in the State of Florida, enclosed please find an original and one copy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office, and a Certificate of Good Standing issued by the Mississippi Secretary of State's office. Also enclosed is my firm's check in the amount of \$125.00 as the required filing fee. Please return a filed stamped copy of the document (or other such evidence of filing) to me by way of the enclosed self-addressed envelope.

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TALLAHASSEE, FL
SECRETARY OF STATE

Please do not hesitate to contact me if you have questions in this regard.

Very truly yours,



Debra Hardwick
Certified Legal Assistant to
Bridgforth R. Rutledge

Enclosures

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

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

1. Gulf Coast Franchise Group, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Mississippi 3. 26-3331659
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/03/2008 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1052 Highland Colony Parkway, Suite 125
Ridgeland, MS 39157
(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:
Joe Sherman, Manager
1052 Highland Colony Parkway
Suite 125
-Ridgeland, MS 39157

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: Fast food restaurant

Joe Sherman
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.)
Joe Sherman, Manager
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Gulf Coast Franchise Group, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

N/A

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

Capitol Corporate Services, Inc.
(Name)

155 Office Plaza Drive, Suite A

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, Florida Statutes.

Duanii Case, asst. sec.
(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 Mississippi

Office of the Secretary of State

C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMAN, JR., Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

GULF COAST FRANCHISE GROUP LLC

Formed September 3, 2008

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

111 E. CAPITOL STREET, SUITE 600
PO BOX 23066
JACKSON MS 39225

and that the registered agent at that address is:

RUTLEDGE, BRIDGFORTH

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
February 3, 2009

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State