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July 30, 1999

Via Fed Ex

Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

Attention: Michael Mays

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-08/02/99--01116--013
****285.00 ****285.00

Re: APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
GENESIS RESTAURANTS, LLC

Dear Sirs:

Enclosed are:

1. The *ORIGINAL* of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of GENESIS RESTAURANTS, LLC, including the Certificate of Designation of and Acceptance by Registered Agent and the Affidavit of Membership & Contributions, to be filed *immediately*, please;
2. A check in the amount of \$285.00 to cover the filing fees;
3. An original Certificate of Existence and Good Standing for GENESIS RESTAURANTS, LLC, issued by the Secretary of State of the State of Delaware not more than 90 days ago; and
4. A *COPY* of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of GENESIS RESTAURANTS, LLC, including the Certificate of Designation of and Acceptance by Registered Agent and the Affidavit of Membership & Contributions, to be file-stamped and returned to me.

Please do not hesitate to call me if you have any questions or comments. Thank you for your efficient and prompt assistance.

Sincerely,

David Lanigan
David C. Lanigan, J.D., LL.M.

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. The name of the Foreign Limited Company is: GENESIS RESTAURANTS, LLC.
2. Jurisdiction under which the Foreign Limited Liability Company is organized is the State of DELAWARE.
3. The Federal Employer Identification Number is: 52-2147499.
4. Date the company was organized is: September 15, 1998.
5. The company is perpetual.
6. The date of the first transacted business in Florida is: August 3, 1999.
(See sections 608.501, 608.502, and 817.155, F.S.)
7. The street address of the principal office is: GENESIS RESTAURANTS, LLC.; 4211 E. Busch Blvd., Suite F; Tampa, FL 33617.
8. The name, title, and business address of each managing member or manager who will manage the Limited Liability Company in Florida are:

NAME & ADDRESS

TITLE

Esau Sims
4211 E. Busch Blvd.; Suite F
Tampa, FL 33617

President, managing member and
managing owner

9. Attached is an **original certificate of existence**, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION AND ACCEPTANCE REGISTERED AGENT

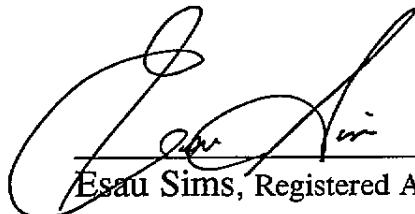
Pursuant to the Provisions of Section 608.415 or 608.507, Florida Statutes, this Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is Genesis Restaurants, LLC.
2. The name and address of the registered agent and office are:

Esau Sims
4211 E. Busch Blvd., Suite F
Tampa, FL 33617

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby 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. I am familiar with accept the obligations of my position as registered agent.

Dated: July ____, 1999.



Esau Sims, Registered Agent

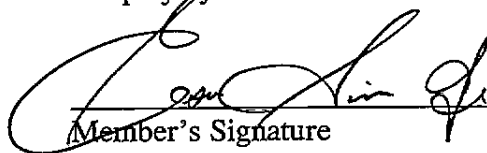
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DIVISION
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AFFIDAVIT OF MEMBERSHIP & CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member of GENESIS RESTAURANTS, LLC, a Delaware limited liability company, swears and affirms as stated below.

- a. **Number of Members.** Genesis Restaurants, LLC has at least one (1) member.
- b. **Initial Cash.** The total amount of cash contributed by the members is \$180,000.00
- c. **Initial Property.** No property, other than cash, shall be contributed as part of the initial capital.
- d. **Anticipated Capital Contributions.** The total amount of cash and/or property anticipated to be contributed by members is cash of One Hundred & Eighty Thousand Dollars (\$180,000.00).

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Member's Signature


Member's Printed Name