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September 2, 1999

VIA FEDERAL EXPRESS

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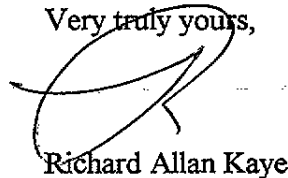
Mr. Willie J. Pace
3765 Biggin Church Road West
Jacksonville, FL 32224

Re: National Franchise Developers Holdings, L.L.C.

Dear Will:

Please sign the enclosed Certificate of Designation and forward it along with the attached documents to the Secretary of State of Florida in the envelope I have enclosed for your convenience. Should you have any questions or comments, please let me know.

Very truly yours,



Richard Allan Kaye

Enclosures

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FILED
99 SEP -9 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-14-99

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September 3, 1999

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

**Re: Application to Register as a Foreign LLC --
National Franchise Developers Holdings, LLC**

Dear Sir or Madam:

Please find enclosed the following:

1. Application of National Franchise Developers Holdings, LLC to register as a foreign LLC in the State of Florida;
2. Check in the amount of \$337.50 covering the following:

Filing fee:	\$250.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	<u>\$ 52.50</u>
	\$337.50

3. Certificate of Existence as of September 2, 1999; and

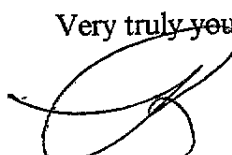
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TALLAHASSEE, FLORIDA

Page 2
September 3, 1999

4. Federal Express return envelope.

Thank you for your assistance in this matter.

Very truly yours,



Richard Allan Kaye

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. NATIONAL FRANCHISE DEVELOPERS HOLD INGS, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Georgia 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 8/30/99 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 9/15/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. National Franchise Developers, LLC, c/o R.A. Kaye, Esq.,
1360 Peachtree St., Ste. 1200, One Midtown Plaza, Atlanta, GA 30309
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
-----------------	--------	-----------------	--------

Will Pace	Member		
1360 Peachtree St., Ste. 1200			
One Midtown Plaza			
Atlanta, GA 30309			

Bill Dunn	Member/Manager		
1360 Peachtree St., Ste. 1200			
One Midtown Plaza			
Atlanta, GA 30309			

Anthony George	Member/Manager		
1360 Peachtree St., Ste. 1200			
One Midtown Plaza			
Atlanta, GA 30309			

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TALLAHASSEE, FLORIDA

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. (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.)

**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:

NATIONAL FRANCHISE DEVELOPERS HOLDINGS, L.L.C.

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

Willie J. Pace

(Name)

3765 Biggin Church Road West

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

Jacksonville

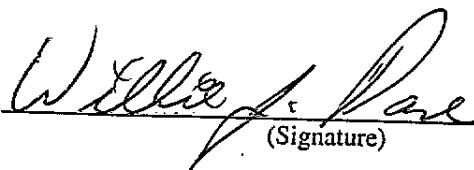
FL

32224

City/State/Zip

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SECRETARY OF STATE
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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of NATIONAL FRANCHISE
Developers Holdings, LLC certifies: _____

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member
(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.)

Richard Allan Kaye, Esq., Attorney and Counsel

Typed or printed name of signer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92450642
CONTROL NUMBER : K935538
DATE INC/AUTH/FILED: 08/30/1999
JURISDICTION : GEORGIA
PRINT DATE : 09/02/1999
FORM NUMBER : 211

SHAPIRO FUSSELL WEDGE, ETAL
RICHARD ALLAN KAYE
1360 PEACHTREE STREET, SUITE 1200
ATLANTA, GA 303093214

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

NATIONAL FRANCHISE DEVELOPERS HOLDINGS, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State