

Date Number Only

**F96000001656**

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
-04/02/96--01104--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

**GB Franchise Corporation**

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96 APR -2 PM 12:30  
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. GB Franchise Corporation  
(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. California  
(State or country under the law of which it is incorporated)
3. 33-0315776  
(FEI number, if applicable)
4. January 26, 1988  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))
7. 1100 Newport Center Drive, Suite 200, Newport Beach, California 92660  
(Current mailing address)
8. See attached purpose clause  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent acceptance:

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

C T Corporation System

Jeffrey T. Ples  
(Registered agent's signature) (Officer)

Jeffrey T. Ples, Asst. Secretary  
(Type Name and Title of Officer)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

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

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

\_\_\_\_\_

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

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

\_\_\_\_\_

Director: see attached list of directors \_\_\_\_\_

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

\_\_\_\_\_

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

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

\_\_\_\_\_

B. OFFICERS

President: see attached list of officers \_\_\_\_\_

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

\_\_\_\_\_

Vice President: \_\_\_\_\_

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

\_\_\_\_\_

Secretary: \_\_\_\_\_

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

13. *Nicholas J. Caddeo*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nicholas J. Caddeo, Vice President  
(Typed or printed name and capacity of person signing application)

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Appendix to Kentucky  
Application for Certificate of Authority

**Directors of  
GB Franchise Corporation**

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1. William M. Thoisen  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660
2. Bruce H. Haglund  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660
3. T. Anthony Gregory  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660
4. Michael J. Scherr  
11 Newport Center Drive, Suite 200  
Newport Beach, California 92660

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Appendix to Kentucky  
Application for Certificate of Authority

**Officers of  
GB Franchise Corporation**

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1. William M. Theisen, Chairman of the Board, President, C.E.O.  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660
2. Bruce H. Haglund, Secretary  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660
3. Madeleine E. Clyde, Chief Financial Officer  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660
4. Nicholas J. Caddeo, Executive Vice President & Chief Operating  
Officer  
1100 Newport Center Drive, Suite 200  
Newport Beach, California 92660

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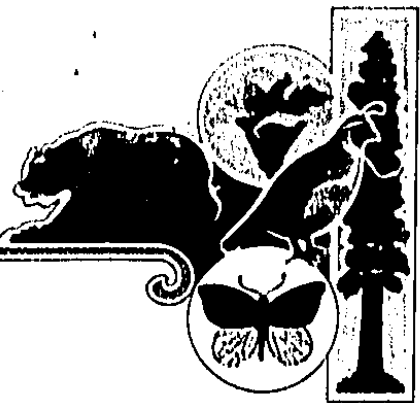
Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
GB Franchise Corporation**

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Engaging in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and bars, and to own, hold, lease, rent, or sell such business or businesses and to apply for, sell, purchase, or acquire by assignment, transfer, or otherwise, and to exercise, carry out, and enjoy any license, franchise, right, or privilege relating to the same.

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# State of California

SECRETARY OF STATE



## CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 26th day of January, 19 88,

GB FRANCHISE CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
29th day of March, 1996



*Bill Jones*  
BILL JONES  
Secretary of State