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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

700002023047--3
-12/09/96--01008--010
*****70.00 *****70.00

CORPORATION(S) NAME

Main St. Louisiana Restaurants, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
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TALLAHASSEE, FL
REGISTRATION DIVISION

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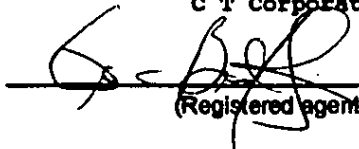
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REGISTRATION DIVISION OF CORPORATION

**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. MAIN ST. LOUISIANA RESTAURANTS, INC.
(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. Arizona
(State or country under the law of which it is incorporated)
3. 86-0840239
(FEI number, if applicable)
4. October 10, 1996
(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 617.156, F.S.))
7. 5050 N. 40th Street, Ste. 200, Phoenix, Arizona 85018
(Current mailing address)
8. Manager and operator of a restaurant/bar
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
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


(Registered agent's signature) (Officer)

William C. Bradford, Jr., Vice President
(Type Name and Title of Officer)

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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: Joe W. Panter

Address: 5050 N. 40th Street, Ste. 200

Phoenix, Arizona 85018

Director: Mark C. Walker

Address: 5050 N. 40th Street, Ste. 200

Phoenix, Arizona 85018

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____
Address: _____

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

13. Mark C. Walker
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark C. Walker, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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

**Officers of
MAIN ST. LOUISIANA RESTAURANTS, INC.**

1. Joe W. Pantor, President
5050 N. 40th Street, Ste. 200
Phoenix, Arizona 85018
2. Mark C. Walker, Vice President/Secretary/Treasurer
5050 N. 40th Street, Ste. 200
Phoenix, Arizona 85018
3. Cheryl Campbell, Assistant Secretary
5050 N. 40th Street, Ste. 200
Phoenix, Arizona 85018
4. Stephen J. Broussard, Asst. Vice President
5050 N. 40th Street, Ste. 200
Phoenix, Arizona 85018

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TALLAHASSEE, FLORIDA

State of Arizona



OFFICE OF THE

CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, James Matthews, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****MAIN ST. LOUISIANA RESTAURANTS, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on October 10, 1996.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

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TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 4th day of December, 1996, A. D.

James Matthews
Executive Secretary

BY: *Priscilla Willie*