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March 15, 1999

BY FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399-0250

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-03/17/99--01081--003
*****43.75 *****43.75

Re: BUCA, Inc.

Dear Sir or Madam:

Enclosed herewith for filing on behalf of BUCA, Inc., please find one original and one copy of Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida. I am also enclosing our firm's check in the amount of \$43.75 in payment of your filing and Certificate of Status fees. Upon acceptance of this filing, please send the certificate of status to the undersigned in the enclosed self-addressed stamped envelope.

If you have any questions, please call the undersigned at (800) 328-4393 ext. 3547. Thank you.

Very truly yours,

Sharon A. Stuckmayer
Sharon A. Stuckmayer
Paralegal

SAS:stusa
Enclosures
M1:477425.01

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208 FF with
3-17-99
* Cud
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
59 MAR 17 AM 11:39
FILED

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

BUCA, Inc.

(Name of Corporation)

Minnesota

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

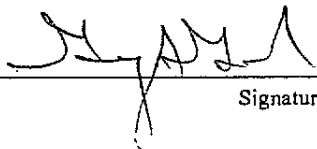
1300 Nicollet Mall, Suite 3043

(Mailing Address)

Minneapolis, MN 55403

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

CFO and Secretary

Title

Greg A. Gadel

Typed or printed name

3/15/99

Date

99 MAR 17 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED