



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 234588 118289A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 43.75

ORDER DATE : September 9, 2003

ORDER TIME : 11:37 AM

ORDER NO. : 234588-025

CUSTOMER NO: 118289A

CUSTOMER: Ms. Leanna J. Gerken
Checkers Drive In Rest.
Suite 600
4300 West Cypress Street
Tampa, FL 33607

DOMESTIC FILINGS

NAME: RALLY'S ADVERTISING
COOPERATIVE ASSOCIATION OF
MEMPHIS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret - EXT# 1149

EXAMINER'S INITIALS: _____

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FILED
03 SEP -9 11 PM 2:08
SECRETARY OF STATE
ALLIANCE OF FLORIDA

FIRST: The name of the corporation is Rally's Advertising Cooperative Association of Memphis
SECOND: Adoption of dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was August 28, 2003.

(CHECK ONE)

- The number of votes cast for dissolution was sufficient for approval.
- The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II


If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was _____.

The number of directors in office was _____ and the vote for the resolution was _____ for and _____ against.

Signed this 28th day of August, 2003.

Signature 
(By the Chairman or Vice Chairman of the Board, President or other officer)

Richard S. Turner
Typed or printed name
President
Title

**SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
RALLY'S ADVERTISING COOPERATIVE ASSOCIATION OF
MEMPHIS, INC.**

August 28, 2003

A meeting of the Board of Rally's Advertising Cooperative Association of Memphis, Inc., a Florida corporation (the "Company"), was held on August 28, 2003, at 10:00 am EST, pursuant to Notice duly given in accordance with the Bylaws of the Company.

ESTABLISHMENT OF QUORUM

A quorum of the members of the Board of Directors was present in person or appeared telephonically (members participating telephonically confirmed they could hear each other) and participated in the meeting: Rich Turer, David Koehler and Dennis Dingedine.

PRESIDING OFFICERS

Mr. Turer acted as chairman and Mr. Koehler acted as secretary of the meeting.

MEETING CALLED TO ORDER

A quorum being present, the meeting was called to order by Mr. Turer at 10:00 am EST.

DISSOLUTION OF NON-PROFIT CORPORATION

Mr. Turer presented the proposal to dissolve the corporation. The Board, after review and discussion of costs to consolidate, and other factors, upon motion made and seconded, and the Board unanimously approved the following action:

RESOLVED, that the corporation be dissolved, effective this date, deemed by the Board to be in the best interest of the Company.

ADJOURNMENT

There being no further business to come before the meeting, the meeting was adjourned.


Richard S. Turer, President