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MEMBERS
AMERICAN INSTITUTE OF C.P.A.'S
FLORIDA INSTITUTE OF C.P.A.'S

M65020

April 7, 1999

Division of Corporations
Annual Report Filings
P.O. Box 1500
Tallahassee, FL 32302-7500

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-05/10/99--01136--011
*****35.00 *****35.00

RE: ~~JAN'S PIZZA, INC.~~ French Cafe and Pizza, Inc.
EIN# 59-2875491

Enclosed are the Articles of Dissolution of ~~Jan's Pizza, Inc.~~ French Cafe and Pizza, Inc.,
effective December 31, 1998.

If you have any questions, feel free to call.

Very truly yours,

Roch A. D'Aoust

Roch A. D'Aoust

Mr. D'Aoust GAVE

AUTHORIZATION BY PHONE TO

CORRECT name in dissolution ind. essal

DATE

TLL MAY 10 1999

FILED
99 MAY 10 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Validis
TLL MAY 10 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 30, 1999

ROCH A. D'AOUST
WEATHERSBY, D'AOUST & HARRIS, P.A.
P. O. BOX 15547
PANAMA CITY, FL 32406

SUBJECT: ~~JAN'S PIZZA, INC.~~ *French Cafe and Pizza, Inc.*
Ref. Number: ~~E67412~~ *m65020*

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 099A00023306

Enclosed Check # 3372 For \$35.00

*Small Packet
V.P. JAN'S PIZZA INC.*

RECEIVED
99 MAY 10 AM 9:26
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
FRENCH CAFE AND PIZZA, INC.

FILED
99 MAY 10 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

French Cafe and Pizza, Inc. adopted the following resolution at a special meeting of shareholders held on the 15th day of December, 1998.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended.

Whereas, the dissolution was approved by a unanimous vote of the shareholders, which is sufficient for approval, the corporation will be dissolved effective the 31st day of December, 1998.

ARTICLE II

Within thirty (30) days of the date of these articles, the Corporation shall deliver these articles to the Department of State pursuant to Chapter 607.1403 of the Florida Statutes.

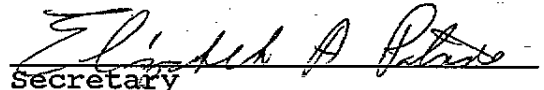
ARTICLE III

In accordance with a plan of complete liquidation, the officers and directors are hereby authorized and directed to see that the following steps are taken:

1. That the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it;
2. That, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rata basis;
3. That the proper officers and Corporation counsel shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets;

French Cafe and Pizza, Inc.
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4. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.


Secretary
Elizabeth A. Patnode