

**Restaurant Associates**

284484

Restaurant Associates Corp.  
120 W 45 Street  
New York, NY 10036  
Tel. 212.789.8183  
Fax. 212.302.8032

Edward J. Bullard Jr., Esq.  
Assistant Counsel

February 24, 2000

**VIA CERTIFIED MAIL**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003152231--0  
-03/01/00--01009--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Dissolution of Charlie Brown's of Tampa, Inc.**

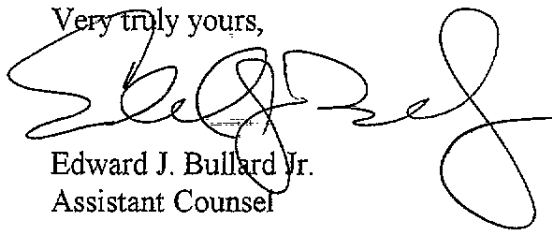
Dear Sir or Madam:

I enclose herewith the original and one copy of the Articles of Dissolution and a check in the amount of \$35.00 made payable to the "Department of State" in connection with the dissolution of the referenced corporation. The corporation was incorporated on August 24, 1964 and the dissolution of the corporation was approved and authorized by the unanimous vote of the shareholders.

Please file the original Articles of Dissolution and forward to me, in the enclosed self-addressed envelope, a filed stamped copy of same.

If you require additional information or documents, please call me at (212) 789-8183.

Very truly yours,

  
Edward J. Bullard Jr.  
Assistant Counsel

EJB/bmp  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 29 AM 11:34

Dissolution  
LFB 3-10-2000

**ARTICLES  
OF  
DISSOLUTION  
OF  
CHARLIE BROWN'S OF TAMPA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 29 AM 11:34

The undersigned, Laurence B. Jones, being the Secretary of CHARLIE BROWN'S OF TAMPA, INC., does hereby certify and set forth:

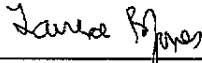
1. The name of the corporation is CHARLIE BROWN'S OF TAMPA, INC.
2. The Articles of Incorporation for the corporation were filed with the Secretary of State on August 24, 1964. A Certificate of Amendment to the Articles of Incorporation changing the name from Bartow Inns, Inc. to St. Clairs of Southeastern Florida, Inc. was filed with the Secretary of State on September 1, 1965. A Certificate of Amendment to the Article of Incorporation changing the corporation's name from St. Clairs of Southeastern Florida, Inc. to Charlie Brown's of Tampa, Inc. was filed with the Secretary of State on June 23, 1983.
3. The name and address of the current officers and directors of the Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Michael J. Bailey	CEO/Director	8115 Miles Ave., Charlotte, NC 28270
Fortunato N. Valenti	President/Director	135 Cove Neck Rd., Cove Neck, NY 11771
Gary R. Green	VP/Director	5307 Mirabell Road, Charlotte, NC 28226
Richard C. Stockinger	VP	10 Old Chester Dr., Parsippany, NJ 07054
John M. Forrest	Treasurer	38 Norfolk Ave., Maplewood, NJ 07040
Laurence B. Jones	Secretary	7 Euclid Place, Montclair, NJ 07042
Richard Rossitch	Assistant Secretary	9900 Reniston Drive, Charlotte, NC 28210
Deborah Delano	Assistant Secretary	5101 Old Plantation Ln, Charlotte, NC 28226

4. The Corporation hereby elects to dissolve pursuant to the terms and conditions of the Plan of Dissolution duly adopted by the directors and shareholders of the Corporation on February 16, 2000.

5. The dissolution of the Corporation was authorized by the unanimous vote all of the shares of the Corporation on February 16, 2000.

**IN WITNESS WHEREOF**, the undersigned has signed this certificate on this 16<sup>th</sup> day of February 2000, and hereby affirms that the statements made herein are true under the penalties of perjury.

  
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LAURENCE B. JONES, Secretary