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February 1, 2001

Lydia M. Nicosia
813.289.1247
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Tampa
Atlanta
Charlotte
Columbia
Greensboro
Greenville
Jacksonville
Raleigh

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

400003633664--8
-02/05/01--01121--017
*****35.00 *****35.00

Re: Change of Registered Agent Form
RMS Family Restaurants, Inc.

Dear Sir or Madam:

On behalf of RMS Family Restaurants, Inc., please find enclosed a Statement of Change of Registered Office or Registered Agent or Both for Corporations and a check in the amount of \$35.00 for the filing fee.

If you have any questions, please call me at (813)289-1247. Any correspondence should be directed to me at the above address.

Sincerely,

Lydia M. Nicosia

Lydia M. Nicosia *led*

LMN:led
Enclosure
By Federal Express

cc: RMS Family Restaurants

FILED
01 FEB -5 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

858064
RMLN
2-5-01
OK

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1509, Florida Statutes, the undersigned corporation organized under the laws of the State of Georgia submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: RMS Family Restaurants, Inc.
2. The mailing address of the corporation: 4848 Mercer University Dr., Macon, GA
31210
3. Date of incorporation/qualification: 1983 Document number: 858064
4. The name and address of the current registered agent and office:

Judith K. Bergmeier

906 Lee Road

Orlando, FL 32810

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

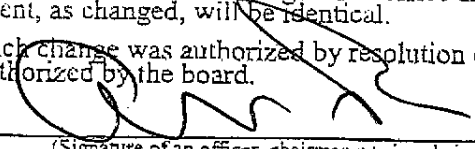
Lydia M. Nicosia

600 N. Westshore Blvd, Suite 200

Tampa, FL 33609

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

1-26-01
(Date)

Allen M. Pearce, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Lydia M. Nicosia
(Signature of Registered Agent)

01-30-01
(Date)

If signing on behalf of an entity:

LYDIA M. NICOSIA
(Typed or Printed Name)

Attorney/Registered Agent
(Capacity)

*** FILING FEE: \$35.00 ***

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA