Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

300002746193--5
-01/19/99--01084--023
*****35.00 *****35.00

CORPORATION(S) NAME

RT West Palm Beach Franchise, LTD

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DIVISION OF CORPORATIONS
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( ) NonProfit
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( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
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Florida Department of State, Jim Smith, Secretary of State

LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, 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 limited partnership is:

RT West Palm Beach Franchise, Ltd.

2. The date of filing/registration in Florida:

May 7, 1998

3. Document number assigned:

B98000000299

4. The name and address of the present registered agent and office:

Corporation Service Company

1201 Hays Street, Tallahassee, FL 32301

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5. The name and address of the successor registered agent and office.:
(P.O. Box not Acceptable)

C T CORPORATION SYSTEM

c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida 33324

Such change was authorized by the general partners.

SIGNATURE: _____
General Partner

Date: 12 · 31 · 98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

C T CORPORATION SYSTEM

SIGNATURE: Mary R. Adams
(Officer)

Mary R. Adams
(Type Name and Title of Officer)

Date: 1-15-99

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

INHSE 4 **Filing Fee: $35.00**

(FLA - LP 2824 - 2/1/92)