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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 205-0380
 Devi M. Gooljar

From: Account Name : CNL RESTAURANT PROPERTIES, INC.
 Account Number : I20050000011
 Phone : (407) 540-2564
 Fax Number : (407) 540-2699

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WITHDRAWAL OF FOREIGN CORPORATION

CNL RESTAURANT CAPITAL LP CORP.

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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

CNL RESTAURANT CAPITAL LP CORP.
(Name of Corporation)

F00000003433
(Document Number of Corporation (if known))

DELAWARE
(Incorporated Under Laws of)

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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

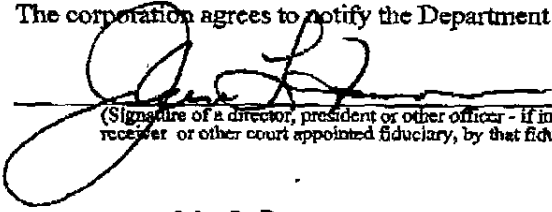
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

450 SOUTH ORANGE AVENUE
(Mailing Address)

ORLANDO, FL 32801
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

(Date)

John L. Farren
(Typed or printed name of person signing)

Senior Vice President
(Title of person signing)

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