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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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06 MAY - 1 AM 08:00

DIVISION OF CORPORATIONS OF FLORIDA

REGISTERED AGENT CHANGE

FRIENDLY'S RESTAURANTS FRANCHISE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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RA Change

05/01/06

**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 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

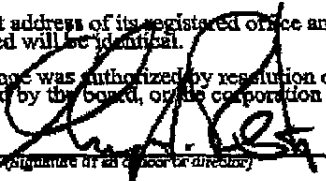
1. The name of the corporation: Friendly's Restaurants Franchise, Inc.
2. The principal office address: 1855 Boston Road, Wilbraham, MA 01095
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 11/28/2001 Document number: FO1000006124
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box NOT acceptable)
Plantation, Florida 33324

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DIVISION OF CORPORATIONS

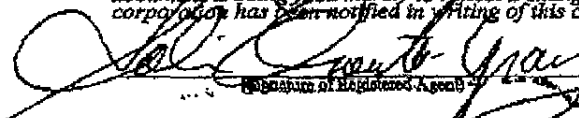
06 MAY - 1 PM 3:58

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, or the corporation has been notified in writing of the change.

By:  Gregory A. Pastore, Vice President
(Signature of an officer or director) (Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

 4/25/06
(Signature of Registered Agent) (Date)

If signing on behalf of STATE OF FLORIDA
SPECIAL ASSISTANT SECRETARY

(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2B045 (8/05)

PL006 - 09/14/2005 C T System Online