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June 4, 2010

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Papa Murphy's International, Inc. / Papa Murphy's International LLC

Dear Sir or Madam:

On May 5, 2010, Papa Murphy's International, Inc. converted from a corporation to a limited liability company in its home state of Delaware. Enclosed please find:

1. Two cover letters, one for withdrawal and one for registration;
2. Two original Applications by Foreign Corporation Certificates for Withdrawal;
3. Two original Foreign Limited Liability Company Applications for Registration;
4. Papa Murphy's International LLC Certificate of Good Standing issued by the Delaware Secretary of State;
5. Certificate of Designation of Registered Agent/Registered Office; and
6. Two checks, one in the amount of \$125 (\$100 Filing Fee for Application and \$25 for Designation of Registered Agent) and \$35 (filing fee for Certificate of Withdrawal).

Please return acknowledgment of filing in the enclosed self-addressed stamped envelope. If you have any questions or need any additional information, please contact me at 360-449-4156.

Sincerely,

Jody Miller
Legal Assistant

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Papa Murphy's International, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F09000002158

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Jody Miller

(Name of Person)

Papa Murphy's International, Inc.

(Firm/Company)

8000 NE Parkway Drive, Suite 350

(Address)

Vancouver, WA 98662

(City/State and Zip code)

For further information concerning this matter, please call:

Jody Miller

(Name of Person)

at (360) 449-4156

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

Papa Murphy's International, Inc.

(Name of Corporation)

F09000002158

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

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:

8000 NE Parkway Drive, Suite 350

(Mailing Address)

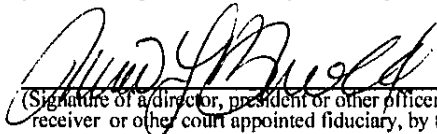
Vancouver, Washington 98662

(City/ State /Zip)

10 JUN 14 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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)

June 4, 2010
(Date)

Victoria T. Blackwell

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35

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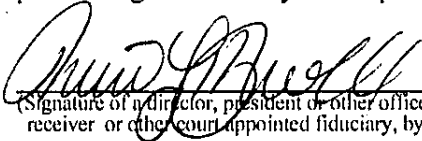
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