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TUKE YOPP & SWEENEY, PLC

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February 16, 1998

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

700002436127--4  
-02/20/98--01047--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: TPI-West Palm Inc. -- Withdrawal of Authority

Dear Sir or Madam:

Enclosed please find the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida of TPI-West Palm, Inc., a Tennessee corporation ("TPIW"). TPIW has been merged into TPI Restaurants, Inc., a Tennessee corporation that is already qualified in Florida. I am also enclosing our check in the amount of Thirty-Five and No/100 Dollars (\$35.00) in payment of the filing fee. Please return a file stamped copy of the enclosed document to the following address:

Robert P. Felber, Jr.  
Tuke Yopp & Sweeney, PLC  
Suite 1100  
414 Union Street  
Nashville, TN 37219

If you have questions regarding the enclosed materials, please contact the undersigned at (615) 313-3327.

Very truly yours,

TUKE YOPP & SWEENEY, PLC

Robert P. Felber, Jr.

RPF/klb  
Enclosures

FILED  
98 FEB 20 AM 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Withd  
2/23

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

TPI - West Palm Inc.  
(Name of Corporation)

Tennessee  
(Incorporated Under Laws Of)

FILED  
98 FEB 20 AM 9:32  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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.

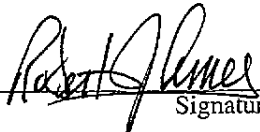
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Robert J. Ames, Shoney's, Inc., 1717 Elm Hill Pike  
(Mailing Address)

Nashville, Tennessee 37210

(City/ State /Zip)

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

  
Signature

Vice President  
Title

Robert J. Ames

Typed or printed name

February 16, 1998

Date