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**F93500004382**  
May 7, 2001

**By Certified Mail – Return Receipt Requested**

Department of State of the State of Florida  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100004214241--3  
-05/14/01--01033--001  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

RE: **Merger of TPI Transportation, Inc. with and into Shoney's, Inc.**

Dear Sirs/Madames:

Please be advised that the Boards of Directors of Shoney's, Inc. ("Shoney's") and TPI Transportation, Inc. ("TPI"), both Tennessee corporations qualified to conduct business within the State of Florida, adopted a plan of merger on January 31, 2001, whereby TPI merged with and into Shoney's, the surviving corporation (the "Merger").

Enclosed are duplicate original copies of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida (the "Application") for TPI Transportation, Inc. In addition, enclosed is Shoney's check #03059309 in the amount of \$87.50, payable to the Florida Department of State. This check represents the \$35.00 withdrawal fee for TPI and the \$8.75 fee for a certified copy of the filed Application as well as the \$35.00 withdrawal fee for TPI Commissary, Inc. (which copies of an Application for such corporation are enclosed herewith) and the \$8.75 for a certified copy of such filed Application.

Please update your records to reflect the nonexistence of TPI by virtue of the Merger, confirm the same to me in writing and return to me a certified copy of the filed Application for TPI. You may call me at (615) 313-3331 if you have any questions regarding this matter.

Sincerely yours,

DINSMORE & SHOHL LLP

*Wm F. Turner*  
William F. Turner *Withd.*

Enclosure

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAY 14 PM 1:10

TPI Transportation, Inc.

(Name of Corporation)

Tennessee

(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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1727 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. Shoney's, Inc., successor to TPI Transportation, Inc. by virtue of merger

By:

*Donna M. Adams*

Vice President

Signature of the chairman or vice chairman of the board,  
president, or any officer.

Title

Donna M. Adams

April 10, 2001

Typed or printed name

Date