



Attorneys at Law

Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219
(615) 313-3300
Fax (615) 313-3310

Cincinnati
(513) 977-8200
Fax (513) 977-8141

Dayton
(937) 449-6400
Fax (937) 449-6405

Columbus
(614) 628-6880
Fax (614) 628-6890

Lexington
(859) 425-1000
Fax (859) 425-1099

Covington
(606) 292-2502
Fax (513) 977-8141

Louisville
(502) 540-2300
Fax (502) 585-2207

www.dinslaw.com

William F. Turner

Dial: (615) 313-3331
E-Mail: wturner@dinslaw.com

93000005957

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

400004262584--4
-05/14/01--01033--001
*****87.50 *****43.75

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

Dear Sirs/Madamess:

Please be advised that the Boards of Directors of Shoney's, Inc. ("Shoney's") and TPI Commissary, 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 Commissary, 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 Transportation, 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

Wil F. Turner
William F. Turner

Withdn.

Enclosure

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
MAY 14 PM 1:09

**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 1:09

TPI Commissary, 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 Commissary, 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