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F96000000/19

October 4, 2000

201 ST. CHARLES AVENUE
NEW ORLEANS, LOUISIANA 70170-5100

VIA FEDERAL EXPRESS

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*****35.00 *****35.00

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

RE: Application for Certificate of Withdrawal
Morrison Restaurants Inc. F96000000119
Our file no: 11170/78251-00

FILED
00 OCT -6 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

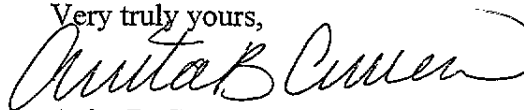
Ladies and Gentlemen:

Morrison Restaurants Inc., a Georgia corporation ("Morrison") is applying for withdrawal from qualification in Florida by virtue of its ceasing to exist pursuant to a merger by which Morrison merged into Piccadilly Cafeterias, Inc., a Louisiana corporation. Enclosed for filing with your office is the Application for Withdrawal of Authority (the "Application").

Also enclosed is a check in the amount of \$35.00 in payment of the filing fee. Please recordation stamp the enclosed copy of the Application and this cover letter and return them to me in the self-addressed Federal Express envelope provided.

Should you have any questions regarding this matter, please call me at your earliest convenience. Thank you for your assistance.

Very truly yours,



Anita B. Curran
Legal Assistant

Enclosures

cc: Lisa M. Buchanan
W. Scott Bozzell
Karen Passman

Withdr

T. LEWIS OCT 10 2000

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

Morrison Restaurants Inc.
(Name of Corporation)

Georgia
(Incorporated Under Laws Of)

FILED
OCT - 6 PM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

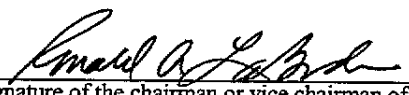
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

3232 Sherwood Forest Blvd.
(Mailing Address)

Baton Rouge, LA 70821
(City/ State /Zip)

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

	President
Signature of the chairman or vice chairman of the board, president, or any officer.	Title
Ronald A. LaBorde	10/2/00
Typed or printed name	Date