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To: Division of Corporations
Fax Number : (850) 205-0383

From: Kathleen M. Walking
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

EFFECTIVE DATE
12-31-03

AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**** PLEASE USE DECEMBER 31, 2003 AS THE EFFECTIVE DATE OF DISSOLUTION. ****

LIMITED LIABILITY DISSOLUTION

CNL RESTAURANT INVESTORS, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF DISSOLUTION

OF

CNL RESTAURANT INVESTORS, LLC

EFFECTIVE DATE

12-31-03

The name of the limited liability company is **CNL RESTAURANT INVESTORS, LLC** (the "Company").

The effective date of the Company's dissolution is December 31, 2003.

The members of the Company are CNL RP Services, LLC, a Delaware limited liability company (the "Managing Member"), and RTM Acquisition Company, L.L.C., a Georgia limited liability company ("RTM") (RTM and the Managing Member, herein, collectively, the "Members"). The dissolution of the Company was duly authorized, consented to, and approved by the Members by Written Consent dated as of December 29th, 2003.

The Managing Member hereby certifies that any and all debts, obligations and liabilities of the Company have been paid or discharged, and that any and all remaining properties and assets of the Company will be distributed.

The Managing Member of the Company certifies that there are no suits pending against the Company in any court.

DATED as of the 29th day of December, 2003.

MANAGING MEMBER:

CNL RP SERVICES, LLC, a Delaware limited liability company

By: **CNL Restaurant Capital, LP**, a Delaware limited partnership, as its sole member

By: **CNL Restaurant Capital GP Corp.**, a Delaware corporation, its general partner

By: [Signature]
Name: Curtis B. McWilliams
Title: CEO President

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TALLAHASSEE, FLORIDA

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AND
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