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FRIENDLY ICE CREAM CORPORATION OF MASSACHUSETTS

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FRIENDLY ICE CREAM CORPORATION

Secretary's Certificate

I, Gregory A. Pastore, Esq., do hereby certify that I am the duly elected and qualified Secretary of Friendly Ice Cream Corporation, a Massachusetts corporation (the "Corporation"), that I am authorized to execute this Certificate, and do further certify the following:

Attached hereto as Exhibit A is a true and correct copy of certain resolutions duly adopted by the Board of Directors of the Corporation on July 16, 2007, authorizing the Corporation to drop its alternate name under which its restaurants operate in Florida known as "Friendly Ice Cream Corporation of Massachusetts" and adopt the name "Friendly Ice Cream Corporation" for use in Florida, and that such resolutions and votes remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of July, 2007.

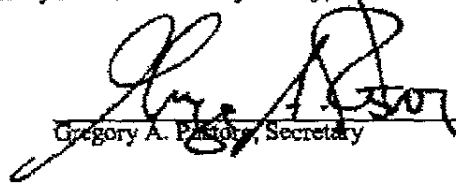

Gregory A. Pastore, Secretary

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
FRIENDLY ICE CREAM CORPORATION**

July 16, 2007

RESOLVED: That the Corporation is authorized to take all actions and execute and deliver all documents necessary to drop the alternate name under which its restaurants operate in Florida known as "Friendly Ice Cream Corporation of Massachusetts" and adopt the name "Friendly Ice Cream Corporation" for use in Florida.

RESOLVED: That any officer of the Corporation is authorized and directed, in the name and on behalf of the Corporation, to take all actions and execute and deliver all documents, that in the sole judgment of the officer taking any such actions or executing any such documents, may be necessary or appropriate to implement and give effect to the foregoing resolution.