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July 16, 2001

State of Florida  
Amendment Section  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600004578946--2  
-09/10/01--01117--014  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Withdrawal from doing business as a foreign corporation

Ladies and Gentlemen:

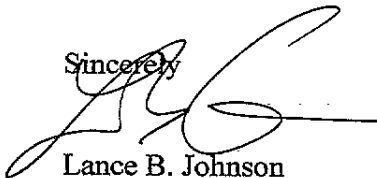
Please be advised that Select Restaurants, Inc., a California corporation, has not conducted any business in Florida in the year 2001 and has not plans to conduct business in Florida in the future.

Please find enclosed:

1. Check payable to the Florida Department of State in the amount of \$52.50 for the Filing Fee, Certified Copy and Certificate of Status.
2. Application for Withdrawal and
3. Transmittal Letter.

Please contact the undersigned with any questions.

Sincerely,

  
Lance B. Johnson

Cc: Mr. Alan Donatelli  
Controller

*Withdr.*

V. SHEPARD SEP 17 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 SEP 10 AM 9:08

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

Select Restaurants, Inc.

(Name of Corporation)

State of California

(Incorporated Under Laws Of)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 SEP 10 AM 9:08

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 for the corporation:

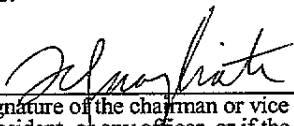
One Chagrin Highlands, Suite 410

(Mailing Address)

Cleveland, Ohio 44122

(City/ State /Zip)

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

  
Signature of the chairman or vice chairman of the board,  
president, or any officer, or if the corporation is in the hands of a  
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

President

Title

John Quagliata

Typed or printed name

July 16, 2001

Date