



THE UNITED STATES
CORPORATION
COMPANY

P14299

ACCOUNT NO. : 072100000032

REFERENCE : 647397 4370256

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 35.00

ORDER DATE : December 23, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 647397-050

000002387020--7

CUSTOMER NO: 4370256

CUSTOMER: Cheree Sotolongo, Legal Asst
Metromedia Steakhouses
12404 Park Central Drive

Dallas, TX 752511899

FOREIGN FILINGS

NAME: USA CAFES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
97 DEC 31 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

With
CRG
12/31

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

USA CAFES, INC.

(Name of Corporation)

TEXAS

(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.

12404 PARK CENTRAL DRIVE

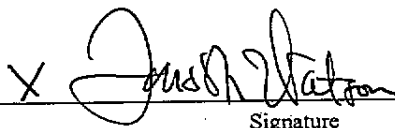
(Mailing Address)

DALLAS, TX 75251

(City/State/Zip)

FILED
97 DEC 31 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

X 

Signature

Title

TODD M. WATSON

VICE PRESIDENT

Typed or printed name

12/29/97
Date