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VIA FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: TPI Restaurants, Inc.

Dear Sir or Madam:

Enclosed for filing with your office is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and the fee for a certified copy. I have enclosed a self-addressed Federal Express envelope for returning the certified copy to me.

Thank you for your assistance. Feel free to contact me at (800) 313-3302 should you have any questions.

Sincerely,

DINSMORE & SHOHL LLP

*Julie Loyd*  
Julia F. Loyd  
Paralegal

/jfl  
Enclosures

FILED  
01 APR 11 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*all 4-18  
withdrawal*

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

TPI Restaurants, Inc.

(Name of Corporation)

Tennessee

(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.

1727 Elm Hill Pike , Attention: General Counsel

(Mailing Address)

Nashville, TN 37210

(City/ State /Zip)

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

SHONEY'S, INC., successor by merger to TPI Restaurants, Inc.

By:

Donna M. Adams

Vice President -

Signature of the chairman or vice chairman of the board,  
president, or any officer.

Title

Donna M. Adams

Typed or printed name

March 28, 2001

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 11 AM 11:45

FILED