



BRINKER
INTERNATIONAL

January 25, 1997

P29804

6820 LBJ Freeway
Dallas, Texas 75240-6515
972 980-9917

VIA AIRBORNE EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

1 0000208444 1 -- 0
-02/11/97--01183--013
*****43.75 *****43.75

Re: Application for Withdrawal of Foreign Corporation to Transact
Business in Florida ("Application") - Romano's Macaroni Grill, a
Texas corporation

Dear Sir or Madam:

Enclosed please find one (1) fully executed original and one copy of the above
referenced Application, along with our check in the amount of \$43.75, which represents the
required filing fee of \$35.00 plus the \$8.75 fee for the Certificate of Status. For your
convenience in returning the Certificate of Status to me, please use Federal Express Account
No. 0752-2946-1.

Thank you for your attention to this matter. If you should need any further
information, please do not hesitate to notify me or call collect at 972-770-9318 or Laura
Richard at 972-770-9146.

Sincerely,

Rebecca E. Keck
Coordinator-Corporate Governance

RECEIVED
97 JAN 27 AM 8:32
DIVISION OF CORPORATIONS

REK/lcr
Enclosures

FILED
97 JAN 27 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
LFT 2-4-97

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

Romano's Macaroni Grill, Inc.
(Name of Corporation)

Texas
(Incorporated Under Laws Of)

FILED
97 JAN 27 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

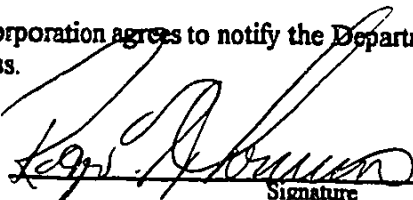
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

6820 LBJ Freeway
(Mailing Address)

Dallas, Texas 75240
(City/ State /Zip)

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



Signature

Executive Vice President & Secretary
Title

Roger F. Thomson

Typed or printed name

Date