

CT CORPORATION SYSTEM

P32546

FILED  
98 OCT 27 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

441 Vine Street  
Cincinnati, OH 45202  
Tel. 513 621 3697  
Fax 513 621 0116

October 21, 1998

Corporate Records Bureau  
Division of Corporations  
409 East Gaines St.  
Tallahassee, Florida 32399

Re: Fazoli's Restaurants, Inc.  
Order No: 1470777

900002673509--3  
-10/27/98--01064--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Counsel: Denise Jefferson  
Fazoli's Restaurants, Inc.  
2470 Palumbo Drive  
Lexington, KY 40509

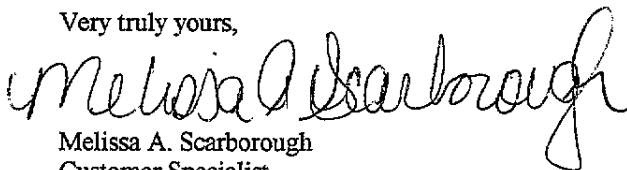
Ladies and Gentlemen:

As requested by counsel, we enclose for filing Statement of Change of Registered Office on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-800-4447.

Very truly yours,

  
Melissa A. Scarborough  
Customer Specialist

ms

Enclosure(s)

R A Chg.

VS OCT 30 1998

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Kentucky submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Fazoli's Restaurants, Inc.

1b. Date of incorporation 4-24-90 Document number P32546

2. The name and address of the current registered agent and office:

Gray N. Dwayne, Jr.

201 South Orange Avenue, Suite 1060 , Orlando, FL 32801

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David Smith

9/26/98 SIGNATURE

DATE

David Smith, Vice President Finance & CFO  
(Type or printed name and title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: Carol Record

(Registered Agent)

DATE 10/21/98

Carol Record  
Assistant Secretary

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00