

CARLTON FIELDS

ATTORNEYS AT LAW

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October 2, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002312302--7
-10/06/97--01069--011
*****70.00 *****35.00

RE: Filing Articles of Dissolution

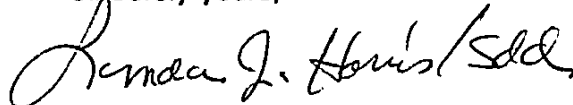
Dear Sir/Madam:

Enclosed find Articles of Dissolution with attached Unanimous Written Consent of Directors and Shareholders for:

1. Panini Restaurants, Inc.; and
2. Papini Franchise Restaurants, Inc.

together with check payable to Florida Department of State in the amount of \$70.00. Please file and forward confirmation of same to my attention in the self-addressed stamped envelope provided.

Sincerely yours,



Lynda J. Harris

LJH/sdd
Enclosure

SIGNED FOR LYNDA J. HARRIS
IN HER ABSENCE TO EXPEDITE
DELIVERY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 1:19

W#75502.1

Diss.
10-8-97
CC

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

MIAMI

**ARTICLES OF DISSOLUTION
OF
PANINI RESTAURANTS, INC.**

Panini Restaurants, Inc. is hereby dissolved under the laws of the State of Florida.

ARTICLE I

The name of the corporation is PANINI RESTAURANTS, INC. (the "Corporation").

**ARTICLE II
DISSOLUTION AUTHORIZED**

The Dissolution was authorized on December 31, 1996 to be effective January 1, 1997, by the unanimous written consent of all of the Corporation's shareholders, in accordance with Florida Statutes 607.0704.

**ARTICLE III
SHAREHOLDER APPROVAL**

The number of votes cast by the Corporation's shareholders was sufficient for approval.

Dated this 16th day of September, 1997.

PANINI FRANCHISE RESTAURANTS, INC.

By: 
A. DAVID KOSOY

Its: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 1:19

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND SHAREHOLDERS
OF
PANINI RESTAURANTS, INC.
IN LIEU OF SPECIAL MEETING**

Pursuant to Section 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned being all of the directors and shareholders of PANINI RESTAURANTS, INC., a Florida corporation (the "Corporation"), hereby take the following actions by written consent in lieu of a special meeting:

1. The Corporation shall be dissolved, effective January 1, 1997, and all assets transferred to the shareholders.
2. The President of the Corporation is hereby authorized and directed to execute Articles of Dissolution and the Secretary of the Corporation is hereby directed to file such Articles of Dissolution of the Corporation with the Florida Department of State.

Dated this 31st day of December, 1996.

DIRECTOR'S SIGNATURE

DATE OF SIGNATURE

David Battle
DAVID BATTLE

12/31/96

Dennis Campeau
DENNIS CAMPEAU

12/31/96

P. Kosoy
COLLEEN KOSOY

12/31/96

A. David Kosoy
A. DAVID KOSOY

12/31/96

AS ALL DIRECTORS

SHAREHOLDER'S SIGNATURE

DATE OF SIGNATURE

David Battle
DAVID BATTLE

12/31/96

Dennis Campeau
DENNIS CAMPEAU

12/31/96

C. Kosoy
COLLEEN KOSOY

12/31/96

David Kosoy
A. DAVID KOSOY

12/31/96

AS ALL SHAREHOLDERS