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1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
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27 OCT -6 PM 3:51

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*70.00 \*\*\*\*\*35.00

Examiner's Initials

**ARTICLES OF DISSOLUTION  
OF  
PAPINI FRANCHISE RESTAURANTS, INC.**

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

**ARTICLE I**

The name of the corporation is PAPINI FRANCHISE 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 16<sup>th</sup> day of September, 1997.

PAPINI FRANCHISE RESTAURANTS, INC.

By:   
A. DAVID KOSOY

Its: President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -6 PM 3:54

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

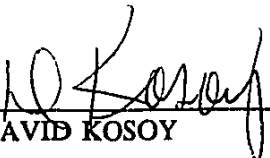
Pursuant to Section 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned being all of the directors and shareholders of PAPINI FRANCHISE RESTAURANTS, INC., a Florida corporation (the "Corporation"), hereby take the following actions by written consent in lieu of a special meeting:

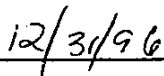
1. The Corporation shall be dissolved, effective January 1, 1997, and all assets transferred to the shareholders.
2. The President of the Corporation is hereby authorized and directed to execute Articles of Dissolution and the Secretary of the Corporation is hereby directed to file such Articles of Dissolution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

Dated this 31st day of December, 1996.

**SOLE DIRECTOR'S SIGNATURE**

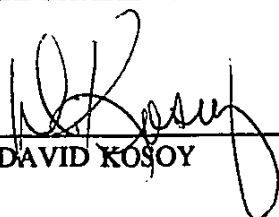
**DATE OF SIGNATURE**

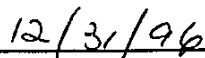
  
A. DAVID KOSOY

  
12/31/96

**SOLE SHAREHOLDER'S SIGNATURE**

**DATE OF SIGNATURE**

  
A. DAVID KOSOY

  
12/31/96