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From: Eliza J. Bardin  
Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
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DISSOLUTION

CNL-EL PASO RESTAURANTS, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 30, 2004

CNL-EL PASO RESTAURANTS, INC.  
POST OFFICE BOX 4920  
ORLANDO, FL 32802

SUBJECT: CNL-EL PASO RESTAURANTS, INC.  
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VOLUNTARY DISSOLUTION  
OF  
CNL-EL PASO RESTAURANTS, INC.

I, Robert A. Bourne, President of CNL-EL PASO RESTAURANTS, INC., hereby  
certify as follows:

1. The name of the Corporation is CNL-EL PASO RESTAURANTS, INC.
2. The dissolution of the Corporation was duly authorized, consented to, and  
unanimously approved by Written Consent to Action of the Board of  
Directors and Shareholders of the Corporation dated the 22<sup>nd</sup> day of March,  
2004. The number of votes cast by the Shareholders of the single class of  
stock was sufficient for approval.
3. All of the Corporation's liabilities have been paid or provided for.

Dated this 22<sup>nd</sup> day of March 2004.

CNL-EL PASO RESTAURANTS, INC

By: 

Robert A. Bourne, President

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TALLAHASSEE, FLORIDA

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