

Department of State.

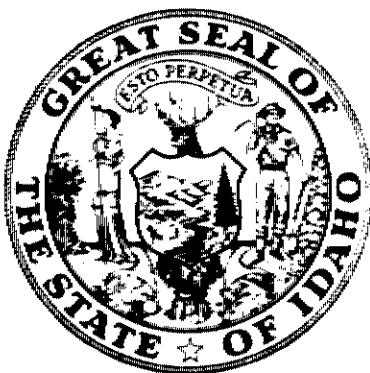
**CERTIFICATE OF WITHDRAWAL
OF**

~~CHI-CHI'S FRANCHISE OPERATIONS CORPORATION~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CHI-CHI'S FRANCHISE OPERATIONS CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated February 13, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

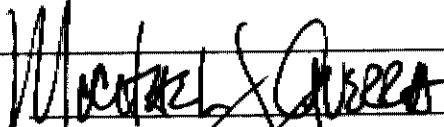
Pursuant to Section 30-1-119, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is CHI-CHI'S FRANCHISE OPERATIONS CORPORATION

_____ The name which it used in Idaho is _____
CHI-CHI'S FRANCHISE OPERATIONS CORPORATION

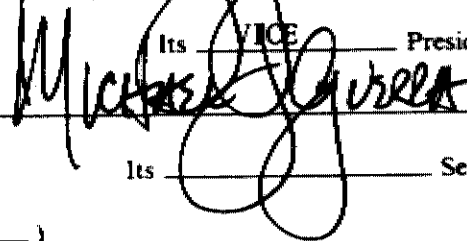
2. It is incorporated under the laws of KENTUCKY
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is _____
P.O. BOX 32338, LOUISVILLE, KY 40232-2338
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By



Its VICE President

And



Its _____ Secretary

STATE OF KENTUCKY)

COUNTY OF JEFFERSON) ss:

I, MARILYN A. WEAVER, a notary public, do hereby certify that on this
7TH day of FEBRUARY, 19 89, personally appeared
before me MICHAEL J. GUERRA, who being by me first duly sworn,
declared that he is the VP/SECRETARY of CHI-CHI'S FRANCHISE
OPERATIONS CORPORATION

that he signed the foregoing document as VP/SECRETARY of the corporation and
that the statements therein contained are true.



Notary Public

MY COMMISSION EXPIRES: 5/9/89