



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

December 22, 1997

TO WHOM IT MAY CONCERN:

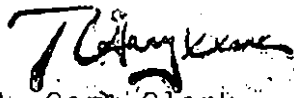
Re: KNIGHTS FRANCHISE SYSTEMS, INC.


It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

REINSTATEMENT OF REVOKED CORPORATE CHARTER

Very truly yours,

  
R. Gary Clark  
Tax Administrator

  
Ernest A. DeAngelis  
Chief Revenue Agent  
Corporations

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
JAN 23 2 10 PM '98