

Filing fee: \$10.00

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF**

York Steak House Systems, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is York Steak House Systems, Inc.

SECOND: It is incorporated under the laws of Ohio

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island 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 Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is
General Mills, Inc., Number One General Mills Boulevard, Minneapolis, MN 55426
Attn: General Counsel

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
20,000	common	none	without par value
641	Class B	none	without par value

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
13,280	common	none	without par value
641	Class B	none	without par value

NINTH: The amount of its stated capital as of this date is \$ 318,119

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated July 12th, 1991

York Steak House Systems, Inc.

By George T. Williams
George T. Williams
Its Vice President
and E. Charlene Fauley
E. Charlene Fauley
Its Asst. Secretary

STATE OF Florida
COUNTY OF Orange

} Sc.

At Orlando, Florida in said county on the _____ day of
July 12, 1991, before me personally appeared
George T. Williams, who being by me first duly sworn, declared that he is the
Vice President of York Steak House Systems, Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Earline Chaffin

Notary Public

Notary Public, State of Florida
My Commission Expires July 26, 1995.

(NOTARIAL SEAL)

Rec'd & Filed FEB 11 1992

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FEB 11 1992



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800
FAX (401) 277-6006

December 20, 1991

TO WHOM IT MAY CONCERN:

Re: YORK STEAK HOUSE 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 :

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations