Filing fee: \$10.00

. .

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

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 Ohi

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, Minnapolis, 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:

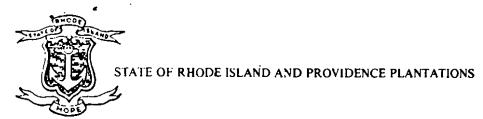
Par Value per Share

Number of Shares	Class	Series	or Statement that Shares are without Par Value
20,000 641	common Class B	none none	without par value 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:

Number of Shares	Class	Series	or Statement that Shares are without Par Value
13,280	Conmon	none	without par value
641	Class B	none	without par value

NINTH: The amoun	t of its stated capital as of this date is \$
TENTH: All corpora	ate taxes and fees due to the State of Rhode Island have been paid.
Dated July /2	(., 19 ⁹¹
	York Steak House Systems, Inc.
	By George Que Tiliams
	and E. Charlene Fauley
	Its Asst. Secretary
STATE OF Florida) 50
COUNTY OF Orange	Sc.
At Orlando, Ele	orida in said county on the day of
	$/2$, 19^{91} , before me personally appeared
l l	, who being by me first duly sworn, declared that he is the
Vice President	of York Steak House Systems, Inc.
_	oing document as such Vice President of the e statements therein contained are true.
	Earline Chaffer
	Netary Public
(NOTARIAL SEAL)	Notary Public - State of Foreits of the Fig. 8 My Commission Expires July 26 - 1895 -



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