

WRITER'S FAX NO.
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May 1, 2002

Florida Secretary of State
Amendment Section
Division of Corporations
P.O Box 6327
Tallahassee, FL 32314

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To whom it may concern:

Enclosed please find 1 conformed and 1 original copy of the application for certificate of withdrawal. Once filed, please return 1 conformed copy to the attention of Zima Diaz at the following address:

Zima Diaz
IHOP Corp.
450 N. Brand Blvd.
7th Floor
Glendale, CA 91203

Very truly yours,

Zima Diaz
Legal Administrative Clerk

FILED
02 MAY -7 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

IHOP Restaurants, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on behalf and appoints the Department of State as its agent for service of process based on any action arising during the time it was authorized to transact business or conduct affairs in Florida.

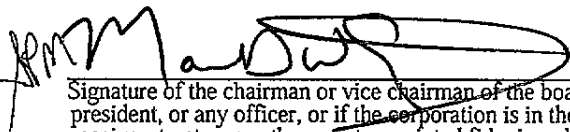
The following is a current mailing address for the corporation:

IHOP Corp. Attn: Legal Dept. 450 N. Brand Blvd.
(Mailing Address)

Glendale, CA 91203

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Vice President- Legal

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Title

Mark D. Weisberger
Typed or printed name

3/19/02

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY -7 AM 8:51

FILED