



State of Ohio
Department of State

Date 6/03/81

E 912-1555

Number 572389

Anthony J. Celebrezze, Jr.
Secretary of State

Receipt No. 109423

E 912-1555 095

Received of
or filed by KRUGLIAK, WILKINS, GRIFFITHS ET AL

The sum of \$ 35.00 for filing AND of

S.R.O. RESTAURANT COMPANY

Returned to: 109423

KRUGLIAK, WILKINS, GRIFFITHS ET AL

ATT: D. A. PRAMUK

526 CITIZENS SAVS. BLDG.

CANTON, OH 44702

AND \$ 35.00

Name:
S.R.O. RESTAURANT COMPANY

Total Fee: \$ 35.00

EC 912-1556



Department of State

The State of Ohio

Anthony J. Celebrezze, Jr.
Secretary of State

572389

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD

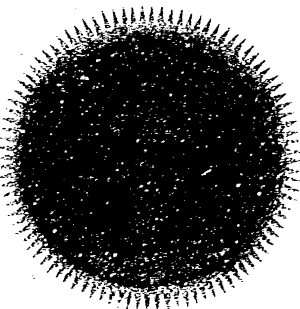
of:

S.R.O. RESTAURANT COMPANY

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll E 912 at Frame 1557 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 1ST day of JUNE,
A.D. 1981.



Anthony J. Celebrezze, Jr.

Anthony J. Celebrezze, Jr.
Secretary of State

FL912-1557

572389
APPROVED

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
S.R.O. RESTAURANT COMPANY

By SP
Date 6-1-81
Amount 35.00

STEVEN R. ODELL, President, and THOMAS W. SCHERVISH, Secretary, of S.R.O. RESTAURANT COMPANY, an Ohio corporation, with its principal office located at Canton, Stark County, Ohio, do hereby certify that a meeting of the holders of all the shares of said Corporation entitling them to vote on the proposal to amend the Articles of Incorporation thereof, as contained in the following resolution, was duly called and held on the 30th day of April, 1981, at which meeting the Shareholders unanimously voted to adopt the following resolution to amend the Articles:

RESOLVED, that, the ARTICLE EIGHTH be, and hereby is deleted in its entirety and amended to read as follows:

EIGHTH. At any time and from time to time, after the organization of the Corporation, shares of its capital stock without par value may be issued, sold, or subscribed for, for such consideration for each share and upon such other terms as may be fixed by the Board of Directors of the Corporation. Issuance and transfer of shares of this Corporation shall be restricted pursuant to the terms and conditions of a Franchise Agreement with Burger King Corporation and shall be subject to the approval of Burger King Corporation. The number of Shareholders of this Corporation shall not exceed five (5) at any time. All stock certificates shall bear the following legend, which shall be printed legibly and conspicuously on each certificate:

"The transfer of this stock is subject to the terms and conditions of Franchise Agreements with Burger King Corporation. Reference is made to such Franchise Agreements and the restrictive provisions of the Charter and By-Laws of this Corporation."

IN WITNESS WHEREOF, the said STEVEN R. ODELL, President, and THOMAS W. SCHERVISH, Secretary, of S.R.O. RESTAURANT COMPANY, acting for and on behalf of said Corporation, have hereunto subscribed their names the 26th day of May, 1981.

Steven R. Odell
Steven R. Odell, President

Thomas W. Schervish
Thomas W. Schervish, Secretary

ss/saw
6/O

10912-1558

LAW OFFICES

KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY Co., L.P.A.

SAMUEL KRUGLIAK
F. STUART WILKINS
RAYMOND E. GRIFFITHS
RONALD W. DOUGHERTY
DAVID L. SIMIELE
FRED J. HAUPT
JOHN G. HAAS
DANIEL A. PRAMUK
JOHN BOONIARD
MICHAEL A. THOMPSON

526 CITIZENS SAVINGS BUILDING
CENTRAL PLAZA SOUTH
CANTON, OHIO 44702

WARREN G. SMITH
OF COUNSEL

FREDERIC S. WILKINS
(6000-1073)

AREA CODE 910
TELEPHONE 426-2451

WILLIAM I. KOHN
THOMAS E. BARNES
JOSEPH E. TRESTER

May 28, 1981

Secretary of State
Corporate Division
30 East Broad Street
Columbus, Ohio 43216

RE: S.R.O. Restaurant Company

Dear Sir:

Enclosed please find a Certificate of Amendment to the Articles of Incorporation of the above-named corporation. We have also enclosed a check in the amount of \$35, which is the required filing fee for this Certificate.

Please file this Certificate upon your record and return your receipt and certification of the same to our office in the enclosed self-addressed envelope provided.

Should you have any questions regarding this procedure, please do not hesitate to contact the undersigned.

Very truly yours,

KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY

Daniel A. Pramuk /ss
Daniel A. Pramuk

DAP:ss:cm

Enclosures

