

THE STATE OF SOUTH CAROLINA

EXECUTIVE DEPARTMENT

2434

By the Secretary of State

Whereas,

R. E. Hughes and G. J. Hughes

a majority of the Board of Directors of

AUDUBON FOREST, INC.
(Greenville, S. C.)

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the Secretary of State on the 15th day of May, A. D. 19 62.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation to change the name of said corporation from Audubon Forest, Inc. to

CHANTICLEER, INC.

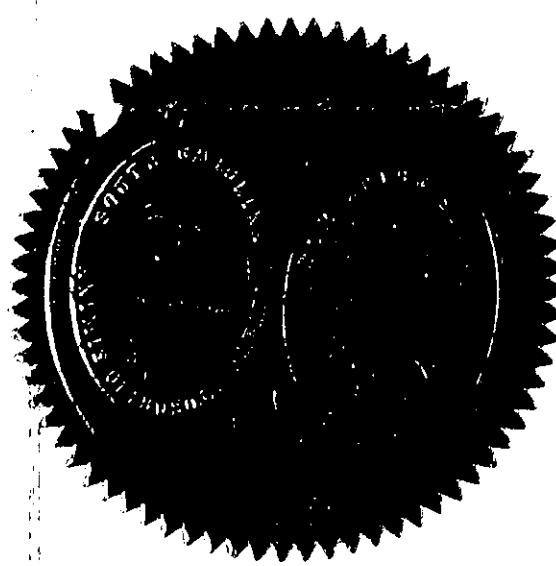
(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 7, Article 1, Code of Laws of South Carolina, 1952, and all amendments thereto.

NOW, THEREFORE, I, O. Frank Thornton Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1952, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia, this 13th day of December, in the year of our Lord One Thousand nine hundred and 62 and in the one hundred and 87th year of the Independence of the United States of America.

O. Frank Thornton

O. FRANK THORNTON,
Secretary of State.



Recorded December 15th, 1962 at 10:05 A.M. #15466

See Original Charter See Deed Book 698 Page 381