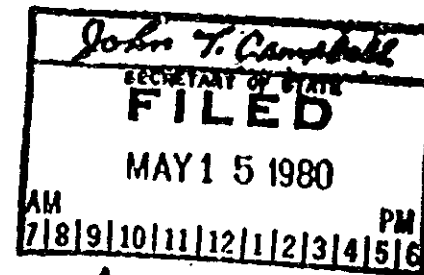


AGREEMENT, APPOINTMENT, AND DESIGNATION
BY
HUNGRY BULL, INC.

To the Secretary of State
State of South Carolina



Pursuant to the provisions of the South Carolina Business Corporation Act of 1962, the foreign corporation hereinafter named does hereby execute this agreement, appointment, and designation.

1. The name of the corporation is HUNGRY BULL, INC., which is sometimes hereinafter referred to as the "Corporation".

2. The Corporation is organized under the laws of the State of Delaware and is the surviving corporation under the Agreement and Plan of Merger for merging Bush River Road Corporation, Cherry Road Corporation, Decker Boulevard Corporation, Grand Strand Corporation, Hungry Bull of Aiken, Inc., Hungry Bull of Berea, Inc., Hungry Bull of Dentsville, Inc., Hungry Bull of Dutch Square, Inc., Hungry Bull of Florence, Inc., Hungry Bull of Gaffney, Inc., Hungry Bull of Greenwood, Inc., Hungry Bull of Mauldin, Inc., Hungry Bull of Myrtle Beach, Inc., Hungry Bull of Rock Hill, Inc., Hungry Bull of Sumter, Inc., Hungry Bull of W. Greenville, Inc., Hungry Bull of Westgate, Inc., and Hungry Bull of Woodhill, Inc., business corporations organized under the laws of the State of South Carolina; Albermarle Exit Corporation, Cox Road Corporation, Freedom Drive Corporation, Hungry Bull of

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