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GREENVILLE S.C.

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DONNIE S. WAGGERSLEY
R.M.C.

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ARTICLES OF MERGER

MERGING

SAMBO'S OF SOUTH CAROLINA, INC.

INTO

SAMBO'S RESTAURANTS, INC.

Pursuant to Section 12-20.5 of the Code of Laws of South Carolina, 1962, the undersigned corporation, which owns at least ninety-five per cent (95%) of the outstanding shares of each class of each corporation or corporations participating in the merger, adopts the following Articles of Merger:

1. The name of the undersigned corporation, into which the merger is effected, is SAMBO'S RESTAURANTS, INC.

The undersigned was incorporated on the 9th day of May, 1961, pursuant to the laws of the State of California, the provisions of which permit such merger under substantially the same terms as Section 12-20.5 of the said Code of Laws.

2. The effective date of the merger is December 31, 1980.
3. The plan of merger, attached hereto, was approved by the board of directors of the undersigned corporation.

It is represented that the mailing of a copy of the Plan of Merger, attached hereto, to each shareholder of the subsidiary corporation was waived by all the shareholders.

5. As to each of the coporations merged into the undersigned corporation, the total number of outstanding shares of each class, and the total number of shares of each class owned by the undersigned corporation, was:

Date OCT - 6 1983

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

Gene T. Campbell

SECRETARY OF STATE OF SOUTH CAROLINA

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