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The State of Texas

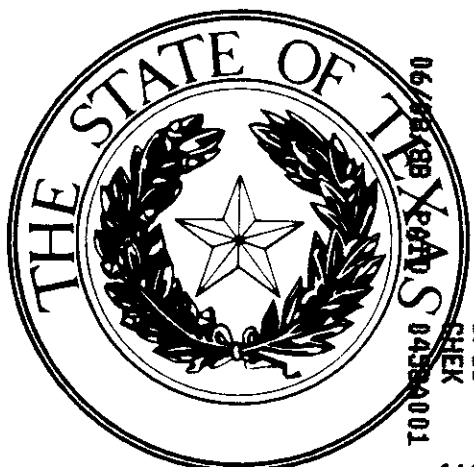
SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

CHURCH'S FRIED CHICKEN, INC.

Amendment

April 25, 1988



06/28/88 XEROX 04380001

CP35
CHK

35.00
35.00

MAY 31 1988
MR

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

20th day of May, A. D. 19 88

Carl M. Rains

Secretary of State

nbp

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ARTICLES OF AMENDMENT
TO THE RESTATED
ARTICLES OF INCORPORATION
OF CHURCH'S FRIED CHICKEN, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Restated Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Church's Fried Chicken.

ARTICLE TWO

On April 22, 1988, the shareholders of the corporation adopted an amendment to the Restated Articles of Incorporation adding a New Article Eleventh to the Restated Articles of Incorporation limiting the liability of directors, which new Article Eleventh reads in its entirety as follows:

"ARTICLE ELEVENTH

A director of the Corporation is not liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for liability of a director for (1) a breach of a director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (4) an act or omission for which the liability of a director is expressly provided for by statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend. No amendment to or repeal of this Article shall apply to or have any effect upon the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 36,751,793; and the number of shares entitled to vote thereon was 36,751,793.

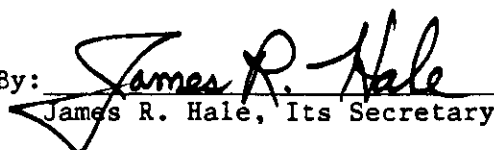
ARTICLE FOUR

The number of shares voted for such amendment was 29,059,732; and the number of shares voted against such amendment was 1,974,831.

Dated: April 22, 1988.

CHURCH'S FRIED CHICKEN, INC.

By:


James R. Hale, Its Secretary