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STATE OF TENNESSEE
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ARTICLES OF AMENDMENT TO
THE CHARTER OF
CRACKER BARREL OLD COUNTRY STORE, INC.

JAN 20 1995

CERTIFIED COPY

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its Charter:

SECRETARY OF STATE

- 1. The name of the corporation is Cracker Barrel Old Country Store, Inc.
- 2. The amendment adopted is:

Article VI of the Charter of Incorporation of Cracker Barrel Old Country Store, Inc. is amended in its entirety by deleting the language of such subsection and inserting in lieu thereof the following:

The maximum number of shares which the corporation shall have the authority to issue is Seventy-Five Million (75,000,000) shares with par value of fifty cents (\$.50) per share.

- 3. The corporation is a for-profit corporation.
- 4. The amendment was duly adopted at a meeting of the Board of Directors on August 29, 1991, and at a meeting of the shareholders on November 26, 1991.
- 5. The amendment is to be effective as of the date of adoption by shareholders, November 26, 1991.

Dated January 30, 1992.

CRACKER BARREL OLD COUNTRY STORE, INC.

January 30, 1992
Signature Date

By: [Signature]

President, CEO & Chairman
Signer's Capacity

Dan W. Evins
Name